CAPTAIN AMERICA®

MARVEL MASTERWORKS®

BY STAN LEE, JACK KIRBY & JIM STERANKO

MARVEL

MARVEL MASTERWORKS

PRESENTS

VOLUME 3

COLLECTING

CAPTAIN AMERICA Nos. 101-113

STAN LEE • JACK KIRBY

JIM STERANKO

Collection Editor
Cory Sedlmeier
Book Design
Nickel DesignWorks
SVP Print, Sales & Marketing
David Gabriel
Digital Manager/Production
Tim Smith 3
Digital Production
Kou Chen
Editor in Chief
Axel Alonso
Chief Creative Officer
Joe Quesada
Publisher
Dan Buckley
Executive Producer
Alan Fine

© 2016 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.WWW.MARVEL.COM

MARVEL MASTERWORKS
CREDITS

CAPTAIN AMERICA
Nos. 101-113

Writer: Stan Lee

Pencilers: Jack Kirby (Nos. 101-109, 112)
Jim Steranko (Nos. 110,111, 113)

Inkers: Syd Shores (Nos. 101-103, 107-109)
Dan Adkins (Nos. 104, 105)
Frank Giacoia (No. 106)
Joe Sinnott (Nos. 110, 111)
George Tuska (No. 112)
Tom Palmer (No. 113)

Letterers: Art Simek (Nos. 101-104, 107-109, 112, 113)
Sam Rosen (Nos. 105, 106, 110, 111)

Collection Cover Art: Jim Steranko & Richard Isanove

Color & Art Reconstruction: Wesley Wong (Nos. 101-104)
Tom Mullin (Nos. 105-108)
Wil Glass & All Thumbs Creative (Nos. 109-113; Covers)

Special Thanks: Ralph Macchio, Tom Brevoort & Harry Mendryk

Captain America created by Joe Simon & Jack Kirby

MARVEL MASTERWORKS

CONTENTS

Introduction by John Morrow ..... *vi*

Captain America #101, May 1968
"When Wakes the Sleeper!" 1

Captain America #102, June 1968
"The Sleeper Strikes!" 21

Captain America #103, July 1968
"The Weakest Link!" 42

Captain America #104, August 1968
"Slave of the Skull!" 63

Captain America #105, September 1968
"In the Name of Batroc!" 84

Captain America #106, October 1968
"Cap Goes Wild!" 105

Captain America #107, November 1968
"If the Past Be Not Dead--" 126

Captain America #108, December 1968
"The Snares of the Trapster!" 147

Captain America #109, January 1969
"The Hero That Was!" 168

Captain America #110, February 1969
"No Longer Alone!" 190

Captain America #111, March 1969
"Tomorrow You Live, Tonight I Die!" 212

Captain America #112, April 1969
"Lest We Forget!" 233

Captain America #113, May 1969
"The Strange Death of Captain America" 254

Afterword by Jim Steranko 276

LEAVE 'EM WANTING MORE
BY JOHN MORROW

The volume you hold in your hands presents stellar work by two of my favorite artists of all time. Just the same, it's a bittersweet experience to pen the introduction to this book, because I had to go back and re-read the stories—and they always leave me wanting more.

The first artist represented is Jack Kirby, who, together with Stan Lee, ushered in the Marvel Age back with *Fantastic Four* #1 in 1961. But Kirby's career had flourished long before that, and his first big hit was in co-creating (with partner Joe Simon) Captain America in 1941. Prior to his 1960s run, Kirby had only drawn the first dozen of the Star-Spangled Avenger's appearances in the 1940s, but the course was set. Kirby came back to the character two decades later without missing a beat, taking a hero who could've easily been seen as passé in those socially-relevant 1960s, and injecting a new sense of vitality to him. But not long after penciling the stories in this collection, Kirby left Marvel, and left me, and countless other readers, wishing for just one more 1960s Kirby *Cap* story.

The other artist here is Jim Steranko; musician, magician, designer, publisher, escape artist, and not least of all, comic book artist. While the actual number of comics stories he's drawn is few compared to a prodigious creator like Kirby, his innovations in the field are many, and several are on display here. One thing that's always stuck in my mind is the way Steranko portrayed the Hulk in issue #110. The character's essentially there just as a vehicle to get Rick Jones into the storyline, but in only 20 panels, Jim manages to convey the wild, rampaging nature of ol' Greenskin better than any other artist to this day, including Kirby. (Note his use of rear views, severe angles, and cropping on the Hulk to keep the reader off-balance as the city gets destroyed; it's really disconcerting that we never get a good straight-on shot of the character until he finally departs. Steranko kept us wanting to see more the whole time.)

On the surface, these two comic book legends would seem to be polar opposites of one another—Kirby's all about power, Steranko's all about atmosphere. But upon closer inspection, it's clear these two gents actually work well together in this collection, even if they're not in the same issues. (Although sharp-eyed readers will spot some Steranko faces on the Nick Fury figures in the Kirby stories—probably done to carry through the look that Steranko had established in his popular S.H.I.E.L.D. series running around the same time.)

Here are two men, separated by decades in age, but both with similar storytelling sensibilities, if not similar styles. Both men really know how to tell a story well. They don't do it the same way; with Kirby, it's effortless and transparent. You get the sense that it just flows out of him, like water from a faucet. With Steranko, it's much more labored, more intentional, but equally as potent. Sit and read any issue in this volume, and see if you aren't totally absorbed in the story by the last page. And see if reading one story doesn't (you guessed it) leave you wanting more.

There is an unintentional pairing of the two presented here. Sandwiched in between Steranko's second and third story is a Kirby fill-in (issue #112). Legend has it that Jim was running late with the final installment of the tale, and as insurance against missing the deadline, Stan Lee called up Kirby and asked him to pencil an issue that'd fill 20 pages, without actually advancing the plot. Steranko swears he got his pages in by deadline, but I guess Marvel didn't want to waste a Kirby story they'd already paid for. So, the Kirby story ran in #112, complete with some admirable last-minute inks by George Tuska, and Steranko left the strip after the following issue, never to return. Once again, we got just a taste—this time, of Steranko on Cap—and were left wanting more, more, more.

Of course, we shouldn't overlook the contributions of the inkers on the stories presented here—and what a mixed bag Marvel used! Golden Age great Syd Shores, who worked on the original 1940s incarnation of Cap, continued his inking run from the previous two issues. His fussy, heavily rendered inks seem to be in direct opposition to Kirby's bold, powerful, in-your-face penciling, but after removing him from the book for a few issues, Stan Lee reassigned him, no doubt due to fan response. In between Shores' stints was Dan Adkins, who turned in inks very faithful to Kirby's pencils of the period. Then, in #106, we're treated to the lush work of Frank Giacoia, with (in my opinion) just the right balance of spotting blacks and slick brushwork. But it's only for one issue; once again, I wanted (and didn't get) more Giacoia, who, to my mind, supplied the finest inking Kirby gets in this volume.

It's not, however, the finest inking in this book; that honor has to go to Joe Sinnott. It's here, inking Steranko's first two Cap tales, that you get, for my money, one of the best pairings of penciler and inker in comics history, ever. While Tom Palmer did a fine job on the final Steranko story, Sinnott's inks add an extra degree of polish to Jim's inventive layouts. After seeing Joe ink the first two installments of Steranko's story arc, I couldn't wait to see him ink the final one. True to form for this collection, it didn't happen.

Add Stan Lee's quick, snappy patter to all this visual wonderment, and you've got one heck of a collection of stories. Sure, there's a few plot holes big enough to drive a Hydra vehicle through, but this is arguably the best run the good Captain ever had in his 65 years of existence—and unfortunately, the end of the line for both Kirby and Steranko on the strip.

Don't get me wrong; I'm thankful for the fabulous stories I *did* get to read here. But if you're like me, once you've finished this book, you'll still want more.

Kirby's no longer with us; if someone could just convince Steranko to do one last *Cap* story...

2006

John Morrow founded TwoMorrows Publishing in 1994 with the release of the first issue of The Jack Kirby Collector, *his magazine celebrating the life and career of the prodigious comics creator. Still going strong after 45 issues and five softcover collections, the* Kirby Collector *is the flagship of the TwoMorrows magazine line, which includes* Alter Ego, Draw!, Write Now, *and* Back Issue, *all dedicated to bringing new life to comics fandom.*

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL™ COMICS GROUP

12¢ IND. | 101 MAY

MCG

WHEN WAKES The SLEEPER!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

"WHEN WAKES THE SLEEPER!"

MIND-SNAPPING ACTION IN THE MARVEL MANNER!

PROUDLY PRODUCED BY:
STAN LEE and JACK KIRBY

INKING: SYD SHORES

LETTERING: ARTIE SIMEK

NOT ANY **WEAPONS**-- NOT ANY **BODYGUARDS** IN THE WORLD--CAN KEEP ME **FROM** YOU, VON KRIMM!

I'D HAVE RECOGNIZED YOU **ANYWHERE**--

EVEN THOUGH YOU **SHAVED** YOUR HEAD!!

WERNER VON KRIMM, ESCAPED NAZI WAR CRIMINAL--BETTER KNOWN AS THE **BUTCHER OF LICHTENGARTEN!**

AMERICAN **FOOL!!** YOU SEALED YOUR **DEATH WARRANT** WITH THOSE WORDS!!

YOUR GUN, VON KRIMM!! GRAB YOUR **GUN!!**

WE'LL **HOLD** HIM!!

HE MUST BE **SILENCED** --WITHOUT HESITATION!

I **CANNOT** BE APPREHENDED-- UNTIL MY SUPREME **MISSION** HAS BEEN ACCOMPLISHED!

HE FIGHTS LIKE A **TIGER!**

--CAN'T KEEP HIM **DOWN!**

BREAK AWAY, YOU BUNGLERS! HE'S **USING** YOU--FOR **COVER!**

MOVE-- OR I FIRE **ANYWAY!**

GOT A **LICENSE** FOR THAT BLASTER, MAC?

WE WOULDN'T WANTCHA TO COMMIT A **MISDEMEANOR,** WOULD WE?

WAIT! DO NOT **FIRE!**

I WAS MERELY *PROTECTING* MYSELF!

I AM A *JEWELRY MERCHANT* --TRAVELLING WITH MY *BODY-GUARDS*--SAFEGUARDING MY VALUABLES!

I WANT THAT MADMAN *ARRESTED!* HE ATTACKED ME WITHOUT *CAUSE!*

WELL...AS LONG AS YOU GOT A *PERMIT* FOR THIS POPGUN--!

BUT *I* CAN VOUCH FOR *CAPTAIN AMERICA!*

VOUCH FOR *ME??! WAIT!!* DON'T YOU KNOW WHO HE REALLY *IS*--*??!*

ACCORDIN' TO HIS *I.D. CARD* HE'S JUST WHAT HE *SAYS* HE IS!

MY NAME'S *FURY,* SIR--COL. NICK FURY!--I'LL SEE TO IT THAT YOU'RE NOT *BOTHERED* BY ANY MORE COSTUMED CLOWNS!

WHAT??!

THAT'S VERY *GOOD* OF YOU, COLONEL!

FURY--HOLD IT! YOU CAN'T LET HIM *GO!*

CLAM UP, MASKED MAN! YER LUCKY HE DECIDED NOT TO *PRESS CHARGES!*

HOW CAN YOU TAKE *HIS* WORD AGAINST *MINE??*

AUF WEIDERSEHEN, COLONEL!

FORGIVE MY *HASTE,* BUT I AM PRESSED FOR *TIME* TO CATCH MY *PLANE!*

CLICK

I SHALL CONTACT YOUR SUPERIORS-- AND COMMEND YOUR EFFICIENCY, HERR FURY!

MUCH OBLIGED, MISTER!

WHAT'S GOTTEN INTO FURY?

HE MUST BE UP TO SOME-THING!

I'M SURPRISED HE DIDN'T OFFER TO CLEAN VON KRIMM'S WINDSHIELD, AS WELL!

YOU CAN TAKE OFF NOW-- THE COLONEL SAID IT'S OKAY!

C'MON, FURY--TALK!

IF YOU THINK I'LL LET WERNER VON KRIMM GET AWAY SCOTT FREE--!!

CALM DOWN, WINGHEAD! I JUST PLANTED A HOMING DEVICE ON HIS I. D. CARD FOR YA!

BUT, WHY BOTHER? WE HAD HIM RIGHT HERE--IN OUR HANDS!

SHIELD WANTS 'IM TO LEAD YA TO BIGGER GAME, CAP!

LIKE WHAT?!!

AND, FOR THE ANSWER TO CAP'S STARTLED QUERY, LET US TURN OUR ATTENTION TO A HEAVILY-GUARDED SANCTUARY, HIDDEN UPON A SMALL ISLE JUST OFF THE FLORIDA KEYS-- WHERE WE FIND A STRANGELY FAMILIAR FIGURE, IMPATIENTLY WAITING--

VON KRIMM IS LATE! BUT, HE MUST ARRIVE--!

I HAVE ENTRUSTED HIM WITH THE KEY--

--THE KEY THAT SHALL AWAKEN-- THE FOURTH SLEEPER!

HEIL, MASTER!

THE MOMENT IS COME! YOUR PRESENCE IS REQUESTED IN THE CHAMBER OF THE SLEEPER!

THEN NOTHING REMAINS--BUT TO AWAIT THE ARRIVAL OF VON KRIMM!

SLOWLY, COMMANDINGLY, THE DRAMATIC FIGURE *TURNS*-- ENTERING THE MYSTERIOUS CHAMBER WHICH CONTAINS HIS GREATEST *PRIZE!* AND THEN--IN A VOICE LIKE FROSTED GRAVEL-- THE **RED SKULL** SPEAKS--

SPECIAL NOTE FOR MARVEL NEWCOMERS: A FEW SHORT YEARS AGO, IN *TALES OF SUSPENSE* #'S 72, 73, & 74, WE SAW THE *THREE SLEEPERS*, WHICH THE RED SKULL HAD HIDDEN AT THE END OF WORLD WAR TWO, COME TO *LIFE* AGAIN AND THREATEN THE SECURITY OF ALL MANKIND--UNTIL *CAPTAIN AMERICA* FOUND A WAY TO DESTROY THEM! SEE? WE TRIED TO *EXPLAIN* IT FOR YOU AS PAINLESSLY AS POSSIBLE! --SYMPATHETIC STAN.

MY *FOURTH SLEEPER* SHALL SUCCEED--HE *MUST* SUCCEED--WHERE THE *OTHER* THREE HAVE FAILED!

ALTHOUGH THE CRYPT HAS LAIN *BURIED* BENEATH THE SEA FOR MORE THAN *TWO DECADES*, MASTER--

OUR SCALDING *JET SPRAYS* WILL HAVE THE FINAL BITS OF SEA CRUST FLAKED OFF WITHIN A MATTER OF *MINUTES!*

ZZZ

HOW DOUBLY *GLORIOUS* WILL BE MY TRIUMPH NOW--

NOW, WHEN THE UNSUSPECTING WORLD THINKS ME DEAD AND GONE!!

ALL THAT MANKIND KNOWS IS--I WAS *ABOARD* THE DOOMED EXPERIMENTAL ATOMIC SUBMARINE MINUTES BEFORE IT *EXPLODED*--

--WATCHING THE ACCURSED *CAPTAIN AMERICA* FLY TO SAFETY--

"I KNEW THERE WERE ONLY BRIEF *SECONDS* REMAINING--BEFORE THE ILL-FATED SHIP WOULD BE TOTALLY *DESTROYED*--!"

HE THINKS HE'S *BEATEN* ME, AT LAST!!

"EVEN THRU THE INSULATED, LEAD-LINED *WALLS*, I COULD HEAR THE *ATOMIC PILE* BEGINNING TO SOUND LIKE A BANSHEE'S WAIL--"

THERE *MUST* BE A WAY *OUT*--

MY *DESTINY* IS NOT YET *FULFILLED!*

I *FOUND* IT--A RADIATION-PROOF *ESCAPE CAPSULE!!*

I *KNEW* A SHIP LIKE THIS WOULD *HAVE* TO CARRY ONE--FOR EMERGENCY USE!!

NOW--EVERYTHING DEPENDS UPON--MY *SPEED!!*

"I MOVED LIKE A MAN *POSSESSED!* WITHIN THE SPACE OF A DOZEN HEART-BEATS, I HAD OPENED THE *HATCH*--!"

"--AS THE SMALL, LIFE-SAVING ESCAPE NODULE INSTANTLY *DROPPED* FROM THE BELLY OF THE SHIP--!"

I'VE *DONE* IT! I'M *SAFE!*

"THEN, WHEN THE ATOMIC BLAST OCCURRED, THE *TURBULENCE* ACTUALLY SERVED TO SHOOT THE SHIELDED CAPSULE *AWAY* FROM ANY HARM--!"

AND SO I CAME *HERE*-- TO THIS SECRET ISLE-- WHICH HAD BEEN PREPARED BY THE *FUEHRER* 25 YEARS AGO--

PREPARED FOR AN *ESCAPE* HE DID NOT LIVE LONG ENOUGH TO *MAKE!*

MASTER! THE JOB IS *DONE!*

THE *CRYPT* IS READY! IT MAY NOW BE *OPENED!*

AFTER ALL THESE YEARS-- A *SECOND CHANCE* FOR US!

BUT WE MUST AWAIT THE COMING OF *VON KRIMM*--WITH THE FATEFUL *KEY!*

AND THEN-- THE *SLEEPER* WILL STRIKE-- *AT LAST!*

BUT, EVEN AS THE *RED SKULL* GLOATS IN SINISTER ANTICIPATION--

THIS MINIATURE SAUCER-TYPE SHIP IS *PERFECT* FOR THE JOB!

VON KRIMM CAN'T POSSIBLY SEE ME *FOLLOWING* HIM!

RIDING ON *MAGNETIC FORCE WAVES*, IT MAKES NO SOUND, AND LEAVES NO-- =*WAIT!*=

IT'S *FURY*-- MAKING CONTACT!

YOUR SHIP IS AS GOOD AS YOU *CLAIMED* IT WOULD BE, COLONEL!

AND THAT *HOMING DEVICE* IS WORKING LIKE A CHARM! I COULDN'T *LOSE* HIM IF I *WANTED* TO!

STAY *WITH* IT, CAP! AND BE SURE YOU'RE WEARIN' THAT PLASTIC *INFLATO-SUIT* I GAVE YA!

COLONEL--I'VE BEEN WANTING TO *ASK* YOU--ABOUT *AGENT 13*--!

YEAH! YEAH! I *KNOW* YOU HAD A DATE WITH HER! I'LL *SQUARE* THINGS FOR YA!

BUT KEEP YER MIND ON THAT *PLANE* NOW! HE OUGHTTA BE *LANDIN'* SOON--!

YOU *KNOW* IT, MISTER! HE'S LOSING *ALTITUDE*! THERE'S AN *ISLAND* BELOW--!

THIS IS *IT*!

THERE'S *MORE* TO THE ISLE THAN I *THOUGHT*!

A CONCEALED *AIRDROME* --OPENING UP--!

HANG ON, NICK! I'M FOLLOWING HER *IN*--!

=*UH OH*!= DIRECTLY BELOW--SOME SORT OF *VIBRA-GUN*--GETTING A *BEAD* ON ME!!

A *DIRECT HIT*!

IT SHOOK THE WHOLE *SHIP* APART!!

IT'S LUCKY I'M WEARING SHIELD'S NEW TRANSPARENT INFLATO-SUIT--!

NOW, I JUST HAVE TO HOPE-- IT WORKS!

I SHOULD HAVE KNOWN--ANYTHING TONY STARK DESIGNED--CAN'T MISS!

IT'LL BE LIKE LANDING ON A CLOUD!

MADE IT!

NOW TO SET THE DESTRUCT DEVICE--SO IT DOESN'T FALL INTO ENEMY HANDS!

AND, SPEAKING OF ENEMY HANDS --A FEW SECONDS LATER--

WHOEVER--OR WHATEVER IT WAS--IT LANDED JUST AHEAD!

IF THE FALL DIDN'T DESTROY IT--WE'LL FINISH THE JOB!

SOME-THING MOVING-- IN THE BRUSH--!

IT'S CAPTAIN AMER--
-UNNH!!-

STOP HIM!!

IT'S LIKE FIGHTING A SMALL ARMY!!

BUT I CAN'T KNUCKLE UNDER!

I'VE GOT TO LEARN WHAT VON KRIMM'S MISSION IS!

IT SEEMS YOU BOYS AREN'T USED TO FIGHTING SOMEONE WHO FIGHTS BACK!

NO MATTER HOW GOOD YOU ARE--

YOU CAN'T BEAT US, ALL OFF!

JUST WHAT I WAS WORRYING ABOUT!

BUT, JUST BETWEEN US, BIG MAN--

--I SURE CAN TRY!!!

SURE-- SURE! TRY-- YOU JUST TRY!

ANOTHER ONE-- BEHIND ME!

NO TIME TO DODGE! --ALL I CAN DO--IS SPIN AROUND-- AND--HOPE TO --

--CUSHION THE BLOW!!

UNHHH!!

HAH! I GOT HIM!

MEANWHILE, WITHIN THE HIDDEN SANCTUARY'S MAIN CHAMBER--

MASTER!! YOU HAVE SENT FOR ME! AFTER ALL THESE YEARS--!

SPARE ME THE THEATRICS, VON KRIMM!

YOU HAVE THE VITAL KEY-- TO UNLOCK THE SLEEPER'S CRYPT!

GIVE IT TO ME!

BUT--IT IS TOO SOON!

DO YOU NOT REMEMBER?? YOU YOURSELF COMMANDED--THE SLEEPER MUST NOT BE AWAKENED UNTIL A CERTAIN DATE!

THAT WAS ONLY IN THE EVENT OF MY DEATH, YOU UNTHINKING MARTINET!!

CAN YOU NOT SEE--? I STILL LIVE!!

AS YOU COMMAND, MEIN HERR!

THE KEY, AT LAST!

THE MOST SENSITIVE SONI-CRYSTAL ON THE FACE OF THE EARTH!

NOW LET THE SLEEPER WAKE!

ALL I NEED DO IS HOLD IT, SINCE IT RESPONDS TO MY OWN BRAIN WAVES, AND--

WHAT IS THIS??

WE HAVE CAPTURED A SPY, MASTER!

THE SKULL!!

THEN--YOU STILL LIVE!!

YOU SHALL PAY FOR THIS, VON KRIMM!

YOUR ABYSMAL CARE-LESSNESS HAS LED MY GREATEST ENEMY TO OUR HIDDEN SANCTUM!

NO! IT IS NOT POSSIBLE!

I OUTWITTED HIM--HIM AND THAT BRAINLESS OAF OF AN OFFICER IN THE EYE-PATCH!

THAT KEY THE SKULL IS HOLDING--

--IT'S GLOWING BRIGHTER-- BY THE SECOND--!!

IDIOT!! THE MAN IN THE EYE-PATCH WAS COLONEL FURY --DIRECTOR OF SHIELD!!

BUT, WHAT DOES IT MATTER?

NOTHING CAN PREVENT THE FOURTH SLEEPER FROM COMING TO LIFE!

A FOURTH SLEEPER??!

THEN--HE'D HAVE TO BE THE MOST POWERFUL OF ALL!

THE KEY-- IT'S BEGINNING TO VIBRATE--!

IT'S HAPPENING FASTER THAN I EXPECTED!

I CAN'T CONTROL IT ANY LONGER! THE LIFE FORCE IS BEGINNING TO SURGE--TO EXPAND!!

THAT MEANS--HE'S AWAKENING--

NOW!!

EVEN AS THE *RED SKULL* SPEAKS--THE STILLNESS IS SHATTERED BY A DEAFENING *EXPLOSION*, AS THE LEAD-LINED *CRYPT* IS TORN APART BY THE INDESCRIBABLY POWERFUL ENTITY WHICH HAS *WAITED* FOR THIS FATEFUL MOMENT--WAITED, FOR *TWO DECADES*--!

HE IS *AWAKE!!* THE SLEEPER *LIVES!*

NO! HE MUST *WAIT*--FOR THE MASTER'S *COMMAND!*

STOP HIM! STOP HIM!

STAND BACK! I WILL HALT HIM IN HIS TRACKS WITH THE *MORTAR PISTOL!!*

THIS WILL STOP ANYTHING THAT LIV--*NO!*

THE *SHELL* IT PASSED RIGHT *THRU* HIM!

REMEMBER THE *LEGEND!* HE CAN CONTROL THE *DENSITY* OF HIS BODY! *NOTHING* CAN HARM HIM!

THEN, BEFORE ANOTHER WORD CAN BE UTTERED--OR ANOTHER MOVE CAN BE MADE--A LIGHTNING-SWIFT *BLAST* HURLS THE STARTLED GUARDS *BACK* LIKE PAPER DOLLS--!

AND THEN, WHEN THE SMOKE HAS CLEARED-- THE FATEFUL CONFRONTATION FINALLY OCCURS--

BACK, DO YOU HEAR?? BACK!!

I AM THE RED SKULL! I AM YOUR MASTER!!

YOU MUST OBEY ME! I HOLD THE CRYSTAL KEY!

NOW--DURING THE CONFUSION--THIS IS MY CHANCE--!!

THOK

ZAK

THEY'VE NO STOMACH LEFT FOR FIGHTING--

THEY'RE ALL TOO TERRIFIED OF THE FOURTH SLEEPER'S POWER!!

THEY'RE DESERTING, SKULL! THEY'RE RUNNING OUT ON YOU--ALL OF THEM!

THAT MEANS WE'LL HAVE OUR SHOWDOWN AT LAST--JUST YOU AND ME!!

NO! NO! NOT NOW-- NOT WHILE HE LIVES!

YOU'VE GOT THE KEY-- YOU CAN CONTROL HIM!

I'LL MAKE YOU CONTROL HIM! HE'LL NEVER STRIKE AGAINST MANKIND!

IT'S TOO LATE, YOU FOOL!

EVEN THE KEY WON'T STOP HIM NOW--!!

THE *BLASTS* ARE BEGINNING!! THAT MEANS--HE'LL SOON *ERUPT!*

ERUPT!! YOU MAKE HIM SOUND--LIKE A *VOLCANO!!*

THAT'S WHAT HE *IS*, DOOMED ONE!!

AT THE COMMAND OF THE *FUEHRER*--BEFORE HE PERISHED--I CREATED THE *FOURTH SLEEPER* WITH THE POWER TO *ERUPT*--AND TO DESTROY *ANYTHING*--

--INCLUDING--THIS ENTIRE *PLANET!!*

THEN, IF HE ISN'T *STOPPED*--HITLER WILL *HAVE* HIS REVENGE--EVEN AFTER DEATH!--HIS SLEEPER WILL DESTROY THE *EARTH!*

EXACTLY!! EVEN FROM THE *GRAVE* THE THIRD REICH SHALL *TRIUMPH!*

BUT THE *RED SKULL* WILL *YET* CONTROL THE SLEEPER!

AND, WHEN I *DO*--THOSE WHO STILL SURVIVE WILL LIVE TO BE--MY *SLAVES!!*

A HIDDEN *ESCAPE HATCH--!*

I'VE STOPPED YOU *BEFORE* --AND I'LL DO IT *AGAIN!*

SO LONG AS *TYRANTS* LIKE YOU EXIST--THERE'LL ALWAYS BE THOSE LIKE *ME*--READY TO GIVE OUR *LIVES* TO DESTROY YOU!

HIGH-PRESSURE JETS OF *AIR*--CUSHIONING OUR *FALL!*

THE SKULL DIDN'T MISS A *TRICK!*

YOU DECADENT *DOG!* FOLLOW ME--AT YOUR OWN *PERIL!*

MEANWHILE, OBLIVIOUS TO ALL THAT TRANSPIRES ABOUT HIM, THE MASSIVE *HEAD* OF THE FOURTH SLEEPER SLOWLY ROLLS *BACK*--

--AS HIS *FACE* BEGINS TO *GLOW*--LIKE A SEETHING, STEAMING *FURNACE*--!

THEN, A FIERY *BLAST* SHOOTS UPWARD--A BOLT OF SUCH INTENSIFIED, CONCENTRATED *POWER* THAT NO MERE WORDS OF OURS CAN BEGIN TO DESCRIBE IT--!

--FOR *THIS* IS THE MENACE OF THE *FOURTH SLEEPER*--HE WHO WAS CREATED TO BE--*A LIVING VOLCANO*!!

SLOWLY, IRREVOCABLY, THE PRESSURE *MOUNTS*--THE OUTPUT ENERGY GROWS--UNTIL, AT LAST--

BLAM!

WHERE, BUT SECONDS BEFORE, THE HIDDEN ISLE OF THE *RED SKULL* HAD STOOD--NAUGHT REMAINS BUT A DEEP, YAWNING *CAVERN*--INTO WHICH THE UNFEELING *SEA* RELENTLESSLY SURGES--

WHILE, HUNDREDS OF FEET *BELOW*--IN A STEEL-WALLED CHAMBER--

HIS *POWER*-- IS GREATER THAN--EVEN *I* EXPECTED!!

BUT, AIDED BY THE *FUEHRER'S* UNLIMITED WEALTH--I BUILT MY SHELTER *WELL!*

DESPITE THE UNIMAGINABLE WEIGHT OF *WATER* ABOVE--IT WILL *HOLD!!*

BUT, BEFORE I TAKE *CONTROL* OF THE MIGHTIEST DESTRUCTIVE FORCE EVER UNLEASHED UPON THE WORLD--

I HAVE *ONE* BIT OF UNFINISHED BUSINESS THAT I WILL NOW COMPLETE--*FOREVER!!*

THIS TIME YOU'RE *RIGHT*, MURDERER--!

THE BUSINESS BETWEEN *US* WILL BE *SETTLED*-- AT LAST!

NOT EVEN THE *SLEEPER* WILL SAVE YOU FROM PAYING FOR THE *CRIMES* YOU'VE COMMITTED AGAINST HUMANITY!

HUMANITY --BAH!

MEN WERE ALL *BORN* TO BE SLAVES! THEY'RE NOT *WORTH* YOUR IDIOTIC *CONCERN!*

WHY SHOULD *YOU* CARE FOR THEM WHEN THEY DON'T EVEN CARE FOR EACH *OTHER?*

LOOK *AROUND* YOU! THE WORLD IS CONSUMED BY *GREED*, *CRIME*, AND *BIGOTRY!*

MEN ARE NO MORE THAN *ANIMALS*, UNWORTHY TO-- =*UNHH!!*=

TYRANTS HAVE *ALWAYS* SCORNED THEIR FELLOW HUMANS!

BUT *STILL* THE RACE ENDURES-- WHILE THE *DESPOTS* FALL!

AND, THOSE WHO WOULD *GRIND* US UNDERFOOT--

--CAN *NEVER* HOPE TO KEEP US FROM REACHING OUR EVENTUAL *DESTINY!*

CAN'T YOU SEE?? YOU'RE AN ANACHRONISM.! YOU BELONG IN THE DEAD PAST.!!

THE WORLD --HAS NO MORE USE-- FOR IDEALISM--!

IT'S YOU WHO ARE WRONG.!!

THE ONLY TRUE REALITY LIES IN FAITH--AND IN HOPE!

THE WORLD IS STILL YOUNG--THE FUTURE LIES AHEAD--

IT'S YOU WHO HAVE OUTGROWN THE DREAM --YOU WHO ARE BLIND TO THE PROMISE OF TOMORROW.!!

THE KEY! I MUST HAVE THE KEY!

NEVER.! NO MATTER WHAT--WAIT.!!

THE SHELTER.!! IT'S BEGINNING-- TO CRUMBLE--.!!

NO.! IT CAN'T.! IT CAN'T.!! IF--THE OUTER WALLS-- COLLAPSE-- NO.!

THE SEA.!! IT'S POURING IN--.!!

OUR LIVES ARE MEANINGLESS.!! BUT, THIS MEANS--

--NOTHING CAN STOP-- THE SLEEPER.!!

AND, EVEN AS THE LAST REMAINING VESTIGE OF THE RED SKULL'S SANCTUARY IS SHATTERED BY THE SEA--

A DELEGATION OF CONSTRUCTION MEN EXAMINE THE TEST SITE OF STRUCTURES BUILT WITH A NEW TYPE OF CONCRETE--

THEY'LL REVOLUTIONIZE THE BUILDING INDUSTRY!

THAT MATERIAL IS ABSOLUTELY INDESTRUCTIBLE!

THOSE BUILDINGS WILL STAND FOREVER!

TEST SITE PRIVATE

BUT THEN, BEFORE THE STARTLED EYES OF THE UNCOMPREHENDING ASSEMBLAGE--

BU

THE STRANGE, EXPLOSIVE *TREMORS* CONTINUE ALL ALONG THE COAST--AS AN ENTIRE COMPLEX OF PIERS AND DOCKS--AND A STEEL-HULLED MOTHBALL FLEET MEET THE SAME, CATACLYSMIC *FATE*--

NO AREA IS SAFE!! NO REGION UNAFFECTED!! WITHIN *SECONDS*, THE WORD ISSUES FORTH --THE NEWS IS BLASTED FRRM COAST TO COAST--AS THE ENTIRE *PLANET* SEEMS TO BE UNDERGOING A DEADLY *UPHEAVAL*--!

AT THE HEADQUARTERS OF MILITARY COMMANDS, IN EVERY CORNER OF THE GLOBE, GRIM-FACED MEN STUDY DETAILED, MINUTE-BY-MINUTE *REPORTS*--WITH COLD, EVER-GROWING *APPRENSION* GNAWING AT THEIR HEARTS--

SO FAR, THE BLASTS HAVE BEEN LIMITED TO THE *EAST COAST*--

--WHERE THEY'RE *MOVING*, FASTER AND FASTER, ALONG A STRAIGHT, UNBROKEN *LINE*--!

IT'S AS THOUGH SOME STRANGE, *LIVING FORCE* IS ACTUALLY *MOVING* BENEATH THE SURFACE--

DESTROYING ANY OBJECT THAT LIES *ABOVE* IT, WITH TOTAL UNCONCERN, AS IT ADVANCES TOWARDS ITS GOAL!

BUT, THE MOST *FRIGHTENING* ASPECT OF THE ENTIRE MATTER IS--

WE *DON'T KNOW* THE GOAL IT'S SEEKING!!

ONLY AT THE HEADQUARTERS OF SHIELD, WITH ITS AWESOME ARRAY OF SCIENTIFIC PROTOTYPE WEAPONS, DOES THE FIRST CLUE BECOME APPARENT--

OUR X-RAY CAMERAS HAVE ZEROED-IN ON IT, COLONEL!

IT SEEMS ABLE TO CHANGE ITS OWN PHYSICAL DENSITY!!

SO THAT'S HOW IT CAN WALK UNDER THE GROUND, HUH?

MAN! WE REALLY GOT OURSELVES A TIGER BY THE TAIL THIS TIME!

COLONEL! WHY DIDN'T YOU TELL ME--?

COME IN, LADY! I'VE BEEN EXPECTING YOU!

I KNEW YA'D HEAR ABOUT CAP'S MISSION, SOONER OR LATER!

YOU SENT HIM AFTER THE RED SKULL!!

--AFTER PROMISING ME--THAT WE COULD HAVE--JUST A LITTLE TIME--TOGETHER!

I HAD TO DO IT, KID! HE WUZ THE BEST MAN FOR THE JOB! I HAD NO CHOICE! BUT-- I DIDN'T-- EXPECT--

YOU TALK ABOUT HIM--AS THOUGH-- AS THOUGH--

MIGHT AS WELL FACE IT! FROM THE LOOKS OF THINGS--HE FAILED!

AND THAT CAN ONLY MEAN-- CAPTAIN AMERICA IS... DEAD!

BUT, MILES AWAY--JUST OFF THE EASTERN SEACOAST--A LONE FIGURE WEARILY BOBS TO THE SURFACE--

SAVAGELY, DESPERATELY, HE DRINKS IN GREAT GULPS OF LIFE-GIVING AIR--AS HE SUDDENLY REMEMBERS--

THE SKULL! --HE'S GONE!

AND I'M LEFT-- WITH THE KEY!

WHAT GOOD CAN IT DO ME--NOW?

NEXT

THE SLEEPER STRIKES!

MARVEL COMICS GROUP

12¢ IND. | 102 JUNE

MCG

APPROVED BY THE COMICS CODE AUTHORITY

CAPTAIN AMERICA™

THE SLEEPER STRIKES!

LOOK OUT, WORLD! THIS IS WHERE...

"THE SLEEPER STRIKES!"

IF ONLY THE COAST GUARD HAD FOUND THE *RED SKULL* WHEN THEY FISHED *ME* OUT OF THE DRINK!

FERGET IT, ROGERS! THE SKULL AINT GONNA STAY HIDDEN *FOREVER!*

IS THAT *YOU*, FURY?

WHO'D YA *EXPECT*--THE LOVIN' SPOONFUL?

TAKE WARNING!

YOU'RE ABOUT TO MEET ONE OF THE WORLD'S MOST *DANGEROUS* BAND OF KILLERS WHEN...

ENTER THE EXILES!

EXTRA DAILY BUGLE CAPTAIN AMERICA RESCUED AT SEA BY COAST GUARDI

NOW AT U.S. NAVAL HOSPITAL

REPORTS OF RED SKULL HIT

EXTRA DAILY BUGLE NEW TREMORS ROCK CITY

EXPLOSIONS ON EAST COAST!

PRODUCED AND IMMORTALIZED BY: SMILIN' STAN LEE & JOLLY JACK KIRBY

EMBELLISHED BY: SIZZLIN' SYD SHORES

LETTERED BY: ADORABLE ART SIMEK

I CAME HERE TO *TELL* YA SOMETHIN', MISTER!

SHIELD IS GONNA TAG THE SKULL SOONER OR LATER!

IT'S *YOUR* JOB TO STOP THAT BLASTED *SLEEPER!*

SINCE WHEN DO *YOU* GIVE ME ORDERS, COLONEL?

CAPTAIN AMERICA IS STILL A *LONER*--AND YOU *KNOW* IT!

COOL IT, PAL! I LEARNED MY ABC'S THE *HARD* WAY!

I CAN'T ARGUE *THAT,* NICK!

THE SLEEPER IS THE MOST DEADLY *LIVING WEAPON* ON EARTH!

IF THE *SLEEPER* AINT STOPPED, THE SKULL WON'T *MATTER!* --*NOTHIN'LL* MATTER!

WE'LL ALL BE *DEAD!*

AND YA BETTER *BELIEVE* IT!

BUT WHAT ABOUT-- *AGENT THIRTEEN?*

WE TOLD 'ER YOU WERE *DEAD!* IT WUZ THE ONLY WAY TO KEEP HER *OUT* OF THIS 'TIL WE *FINISHED* THE JOB!

THEN--AT LEAST-- SHE'LL BE *SAFE!*

YEAH! NOW LET'S SEE THE *GADGET* YA GOT!

I KEPT IT *HIDDEN*-- IN HERE!

IT'S A MINIATURIZED *SONIC KEY*--THE ONLY THING THAT CAN *CONTROL* THE SLEEPER!

EVEN THOUGH THE SKULL *ESCAPED,* WE WON A *PARTIAL* VICTORY WHEN I TOOK IT *FROM* HIM!

THE ONLY *PROBLEM* IS--I DON'T KNOW HOW IT *WORKS!*

BUT, SO LONG AS I *HAVE* IT, THERE'S ALWAYS A *CHANCE*--

IF I CAN JUST CATCH UP TO THE *SLEEPER* IN TIME--

BEFORE HE BEGINS HIS *FINAL ATTACK*-- UPON ALL *MANKIND!*

BUT, EVEN AS THE GRIM-FACED ADVENTURER SPEAKS--

AT LAST WE HAVE *FOUND* YOU, MASTER!

ONLY THE *RED SKULL* CAN HOPE TO LEAD-- THE *EXILES!!*

WHEN WE **NAZIS** WERE BEATEN--WHEN THE **THIRD REICH** COLLAPSED --YOU ORDERED US INTO **HIDING** UNTIL THE TIME WAS RIPE--!

SILENCE!! I DO NOT NEED TO BE REMINDED OF MY **OWN** PLAN!

NOW, WITH THE **SLEEPER** AWAKENED--IT IS TIME FOR THE WORLD TO **TREMBLE** ONCE AGAIN--BENEATH THE MERCILESS HEELS OF--MY BAND OF **EXILES!**

WHERE **HITLER** FAILED--**WE** SHALL SUCCEED!!

HEIL, RED SKULL!!

ON OUR HIDDEN ISLE, WE HAVE **DRILLED,** AND **TRAINED,** AND **PLANNED** FOR MORE THAN **TWO DECADES!**

THOSE THAT WERE **INFANTS** AT WAR'S END, ARE NOW THE **HARD CORE** OF OUR DEADLY ARMY--

THEY ARE FEARLESS, FANATICAL FIGHTING MACHINES--READY TO **DIE** FOR TYRANNY!

THEY ARE MY **EXILES!!** THEY ARE THE WAVE OF THE **FUTURE!**

A **TOAST!!** WE DRINK TO--THE **SLEEPER!**

IN **OUR NAME,** HE SHALL BRING THE HUMAN RACE TO ITS **KNEES!**

AND THEN--WITH A HELPLESS HUMANITY TREMBLING ON THE BRINK OF **DESTRUC-TION--**

THE **RED SKULL**--AND HIS BAND OF **EXILES**--SHALL **TAKE COMMAND** --FOREVER!

MASTER--WE ARE USING OUR **SONAR SIGNALS** TO GUIDE US THRU THE BED OF **KILLER KELP!**

WITHIN **SECONDS,** WE SHALL REACH OUR HIDDEN ISLE!

PROCEED ON COURSE! NOTHING CAN **STOP** US NOW!

RADIO THIS MESSAGE **AHEAD** OF US--

ASSEMBLE **STRIKE SQUAD!** FIRST TEST OBJECTIVE SHALL BE--THE **DEATH** OF **CAPTAIN AMERICA!**

SLOWLY MAKING ITS WAY THRU THE DEADLY VEGETATION BENEATH THE DREADED *SARGASSO SEA*, THE NUCLEAR-POWERED SUB FINALLY EMERGES, TO BEHOLD--

THE *ISLE OF EXILES*--AFTER ALL THESE YEARS!

UNDER *YOUR* LEADER-SHIP, MASTER--IT WILL ONE DAY BE--THE *CAPITOL* OF THE ENTIRE *EARTH!*

NOW ONLY THE *WAITING* REMAINS--

WHILE THE *SLEEPER* WREAKS *HAVOC* UPON THE WORLD OUTSIDE!

BUT NOW, LET US AGAIN *RETURN* TO THAT WORLD OUTSIDE, WHERE WE FIND--

MAKE SURE YER WEARIN' ALL THOSE LITTLE *GIZMOS* WE HAD STARK WHIP UP FOR YA!

I'VE *GOT* THEM, COLONEL!

THOUGH I FEEL LIKE A WALKING *HOBBY SHOP!*

DON'T *KNOCK* IT, MISTER!

I GOT A HUNCH YA'LL *NEED* EVERY *ONE* OF 'EM!

AT *LAST* I'M READY--TO PICK UP THE TRAIL OF THE *SLEEPER!*

U.S. NAVAL HOSPITAL

BUT, WHAT'S *THAT*--IN THE *ALLEY* THERE--?

THE GLINT OF A *RIFLE BARREL*-- AIMED *POINT-BLANK* AT *ME!*

ANYONE WHO THINKS HE CAN TAG *CAPTAIN AMERICA* THAT EASILY--

--HAS A MIGHTY BIG *SURPRISE* IN STORE.!!

UH OH! *FOOTSTEPS*-- ALL *AROUND* ME!

MUST BE AT LEAST *THREE* OF THEM!

HAH! OUR SHOTS DROVE YOU RIGHT *INTO* US-- AS *PLANNED!*

PERFECT TIMING, GOTTFRIED!

YOU *DOWNED* HIM!

EVEN HIS *SHIELD* CANNOT LONG PROTECT HIM FROM MY *SOLID STEEL GLOVES!*

WE WILL BE RICHLY *REWARDED* BY THE *MASTER* FOR THIS!

HAVE TO MOVE *FAST!* CAN'T TAKE MUCH *MORE* OF THIS POUNDING!

ONLY-- *ONE* THING-- TO DO--

THE *MASTER!* HE MUST BE REFERRING TO--THE *RED SKULL!*

LOOK ALIVE, FELLA!!

YOU SHOULD'VE WORN AN ARMORED HEAD!

HE UPSET GOTTFRIED!!

--HURLED HIM INTO THE WALL!

STAY BACK! I WILL FINISH HIM!

QUICKLY --BEFORE HE CAN RECOVER!

THIS WILL GET--

-OOF!-

HE MOVED TOO FAST!

MAYBE YOU CLOWNS MOVED TOO SLOW!

THEY'RE NO ORDINARY BACK STREET BRAWLERS!

EACH ONE OF THEM IS A HIGHLY-TRAINED ASSASSIN!

AND ONE FALSE MOVE COULD BE MY LAST!

YOUR SHIELD CANNOT PROTECT YOUR LEGS, AS WELL!

AND, SINCE THEY ARE SO VULNERABLE--

AHH, YOU LEAP ASIDE!

BUT HOW LONG CAN YOU KEEP DOING SO?

JUST LONG ENOUGH--

TO WIPE THAT UGLY LEER OFF YOUR FACE-- LIKE THIS!

FLANG!

NOW, AS SOON AS YOU *COME TO*, I'LL FIND OUT WHERE THE *SKULL* IS HOLED UP!

I'VE A STOGIE-SMOKING *FRIEND* WHO'LL BE MIGHTY *INTERESTED* IN THAT BIT OF NEWS!

MAYBE SO--BUT YOU WILL NEVER LIVE TO *LEARN* THAT INFORMATION--MUCH LESS TO *REVEAL* IT!

EVEN YOUR *SHIELD* CANNOT SAVE YOU *NOW*--!

NO--BUT *THIS* CAN!

YOU!

I *FORCED* THE COLONEL TO TELL ME THE *TRUTH!*

MY HEART *KNEW* YOU WERE ALIVE! I JUST *KNEW* IT!

AND--I COULDN'T *BEAR*--TO *LOSE* YOU--AGAIN!

LOOKS LIKE SHE'S GOT US *BOTH* OVER A BARREL, ROGERS!

'N MAYBE IT'S A GOOD THING AT *THAT!*

IF SHE TACKLES THE SLEEPER WITH *YOU*--I WON'T HAVETA LISTEN TO HER *MOONIN'* OVER YA ALL DAY LONG!

NO! I CAN'T BRING A *GIRL* ON SUCH A MISSION!

AND *CERTAINLY* NOT THE GIRL--I *LOVE!*

KNOCK IT OFF, CAP--YA KNOW HOW EASY I START *BAWLIN'!*

LISTEN TO ME! THE SLEEPER IS THE DEADLIEST THING ON EARTH! IF YOU THINK I'LL RISK YOUR LIFE--

HAS ANYONE EVER TOLD YOU HOW HANDSOME YOU ARE WHEN YOUR EYES FLASH THAT WAY?

DON'T FIGHT IT, MISTER! YOU AINT GOT A CHANCE!

AND, AS OUR WEARY AVENGER REALIZES THE FUTILITY OF FURTHER ARGUMENT, WE TURN OUR ATTENTION TO THE SEISMOGRAPH AT A NEARBY GOVERNMENT LAB--

NO DOUBT ABOUT IT! THE ERUPTIONS ARE COMING CLOSER!

BUT, WHAT CAN BE CAUSING THEM??

I DON'T KNOW--

BUT, IF THEY AREN'T SOON STOPPED--!

SECONDS LATER, AT A HARD-PRESSED MILITARY COMMAND POST--AFTER SHIELD HAS BROKEN THE NEWS--

IT'S THE RED SKULL'S FOURTH SLEEPER!

EVACUATE EVERYTHING IN ITS PATH!

IT SEEMS TO HAVE STOPPED--RIGHT BENEATH THE SEACOAST SMELTING FACTORY!

ACCORDING TO SHIELD, IT CAN MOVE UNDER THE GROUND WITHOUT BEING SEEN!

IN A MATTER OF MINUTES, THE ENTIRE PLANT IS COMPLETELY CLEARED OF ALL PERSONNEL--AS THE SEISMOGRAPHIC SIGNALS GET STRONGER--

I DON'T GET IT! WHY SHOULD WE BE SCARED OF SOME NUTTY KINDA SLEEPER?

I DUNNO--BUT WHEN SHIELD SAYS RUN--

BUDDY, I RUN!!

LISTEN! I CAN HEAR RUMBLING NOISES--UNDERGROUND--RIGHT NOW!!

ACCORDING TO THE SCUTTLE-BUTT--

THEY EXPECT THE PLACE TO BLOW--'MOST ANY SECOND!!

THEN, DIRECTLY *BELOW* THE DEEPEST SUB-CELLAR OF THE SPRAWLING INSTALLATION, A STRANGELY-GLOWING *FIGURE* SLOWLY MATERIALIZES--

--A FIGURE WHO CAN SO *ALTER* THE BASIC MOLECULAR STRUCTURE OF HIS OWN ARTIFICIAL BODY THAT HE IS ABLE TO *MOVE* THRU TONS OF SOLID EARTH AND ROCK--!

WITHOUT EXPRESSION, WITHOUT EMOTION, WITHOUT ANY TRACE OF HUMAN FEELING--HIS HEAD TILTS *UPWARD*-- AND THEN--

HOTTER AND HOTTER GROWS THE FLOOR ABOVE THE *SLEEPER'S* SILENT FIGURE-- HOTTER AND HOTTER, UNTIL IT STARTS TO *SIMMER*--LIKE *MOLTEN LAVA*--

STILL THE HEAT INCREASES--*STILL* THE BUBBLING, GLOWING *FLAME RAY* SHOOTS UPWARD FROM THE SOULLESS *SLEEPER*-- UNTIL, AT LAST--

BLOOM

WITHIN SCANT SECONDS, THE ENTIRE INDUSTRIAL COMPLEX *ERUPTS*--LIKE THE ERUPTION OF A MOUNTAINOUS, LIVING *VOLCANO!!* FOR, *THIS* IS THE POWER OF THE FOURTH *SLEEPER!!* *THIS* IS THE MENACE THAT NOW FACES ALL OF MANKIND!

CALL HIM *SLEEPER*-- OR WHATEVER YOU *WANT* TO--

IF ANY *ONE GUY* COULD DO A THING LIKE *THAT*--

WE WERE *EVACUATED* --JUST IN *TIME!!*

HOW CAN *ANYTHING* EVER *STOP* HIM?!!

AND, EVEN AS THE GRIM *NEWS* IS INSTANTLY FLASHED AROUND THE WORLD--

--BENEATH THE SURFACE, THE AWESOME FIGURE ONCE *AGAIN* ALTERS THE MOLECULAR COMPOSITION OF HIS AMAZING, ANDROIDAL BODY--

AND THEN PROCEEDS TO TRAVEL THRU THE *SOLID ROCK* AS EFFORTLESS AS A *SWIMMER* PROPELS HIMSELF THRU THE EVER-BREAKING *WAVES*--!

WHILE, HIGH OVERHEAD, IN A SPECIALLY REQUISITIONED *HELICOPTER*--

WE'RE ALMOST AT THE SITE OF THE *ERUPTION!*

BETTER *LOOK ALIVE,* LADY!

WHAT WILL WE DO WHEN WE *GET* THERE, STEVE?

OUR *FIRST* JOB IS TO--

HOLD IT!! WE'VE GOT *COMPANY!*

WHERE? I DON'T HEAR ANY *PLANES!*

THERE *ARE* NO PLANES!

JUST SOME REFUGEES FROM A *JULES VERNE* NIGHT-MARE!

HOVER TROOPS-- ATTACK!

IN THE NAME OF THE *RED SKULL!!*

WE'VE TRAINED FOR *YEARS* FOR SUCH A MISSION!!

AND NOW AT *LAST,* OUR TIME OF *TRIUMPH!*

THEY'VE ZEROED-IN ON THE SHIP!

WE'VE GOT TO JUMP FOR IT!

DON'T PANIC, LADY--!

REMEMBER OUR PLAN!

USE YOUR SKY-DIVING MANEUVERS--

--TO DODGE THEIR FIRE!

FOOL! EVEN IF WE DO MISS YOU--

HOW WILL YOU SURVIVE THE FALL??

THAT'S OUR SECRET!

MEANTIME, HERE'S A LITTLE SURPRISE FOR YOU--COMPLIMENTS OF TONY STARK, AND THE BRAIN BOYS AT SHIELD!

FURY KNEW WHAT HE WAS DOING WHEN HE INSISTED I WEAR THIS PORTABLE WRIST-BLASTER!

I--AM HAPPY--TO DIE--

SO THAT--THE EXILES --MAY LIVE!!

THE EXILES! THAT MUST BE THE NAME OF--

MY BUILT-IN 'CHUTE--IT'S OPENING! AND SO IS HERS--

RIGHT ON SCHEDULE!

BUT WE'RE STILL NOT OUT OF THE WOODS!

--NOT WITH THOSE OTHER KILLERS TRYING TO MAKE SITTING DUCKS OF US!

LUCKILY, THEIR ONE-MAN *HOVER-SEATS* ARE TOO *BOUNCY* TO LET THEM TAKE PERFECT AIM!

ALL I *NEEDED* WAS THIS ONE CHANCE-- TO REACH THE *GROUND*--

STARTING NOW, IT'S A *NEW* BALL GAME!

--AND THIS IS *MY* INNING!

THE *OTHER* ONE IS COMING IN *AFTER* ME--HE THINKS I'M A *GONER!*

BUT, WHILE HE'S PLAYING CAT AND MOUSE--IF I CAN JUST REACH THAT *TREE* AHEAD--!

MADE IT!

NEXT TIME, YOU'D BETTER GET THE MODEL WITH *POWER STEERING*, MISTER!

THEN, AT LAST--AS THE SMOKE CLEARS--ALL IS STILL, AND SILENT...

THEY CALLED THEMSELVES *EXILES!*

AND THEY *FOUGHT* LIKE DEMONS!

EXILES! COULD THEY BE--REMNANTS OF THE SKULL'S FORMER *NAZI* LEGION?

I THINK YOU'VE *HIT* ON IT, LADY!

AND, I'M AFRAID THERE MAY BE *THOUSANDS* MORE--WHERE *THEY* CAME FROM!

BUT, OUR *MAIN* JOB IS STILL--TO *STOP THE SLEEPER!*

I MIGHT AS WELL REMOVE THIS *WRIST-BLASTER* NOW!

IT'S ALREADY *DONE* ITS JOB!

IT FEELS LIKE I'VE BEEN WEARING A *FINGER SPLINT!*

I'VE NEVER REALLY GOTTEN USED TO BUILT-IN, TRICKY *WEAPONS!*

I'D *STILL* RATHER PUT ALL MY TRUST IN THAT ONE, BATTERED *SHIELD* OF MINE--!

I GUESS YOU CAN'T TEACH AN OLD DOG NEW TRICKS!

ANYWAY, NOW THAT I KNOW *YOU'RE* SAFE, I CAN--*WAIT!*

LOOK AT THAT SCENE OF *CARNAGE* AHEAD OF US!!

IT MEANS--WE CAN'T BE FAR--FROM THE *SLEEPER!*

YOU MEAN--JUST *ONE* MAN--CAUSED ALL THAT *DESTRUCTION?*

THE SLEEPER IS FAR *MORE* THAN A *MAN!* HE'S MORE POWERFUL THAN AN *ARMY* OF MEN!

HE WAS CREATED AT THE COMMAND OF ONE OF THE WORST *ARCH-FIENDS* OF ALL TIME!

CREATED FOR JUST A *SINGLE* PURPOSE--TO *DESTROY!*

THOSE RUINS ARE STILL *SMOLDERING!*

THAT MEANS HE *CAN'T* BE FAR AWAY!

BUT, WHAT WILL *HAPPEN*--WHEN YOU *REACH* HIM?

I WISH I *KNEW!*

SOMEHOW, THIS *SONIC CRYSTAL* IS THE KEY TO HIS *CONTROL*--

BUT THE KEY *ITSELF* IS A *MYSTERY* TO ME!

LOOK! IT'S BEGINNING TO *GLOW* --MORE *BRIGHTLY*--!

THERE'S ONLY *ONE* ANSWER--IT'S REACTING TO OUR *BRAIN WAVES!*

WHAT IF IT ACTS AS A *SIGNAL?*

WHAT IF IT *LEADS* HIM HERE--RIGHT WHERE WE *ARE?*

THE *CLOSER* YOU COME TO ME--THE MORE IT *VIBRATES!*

BUT, HOW WILL IT AFFECT--THE *SLEEPER?*

AND, EVEN AS THOSE FATEFUL WORDS ARE UTTERED--AN AWESOME FIGURE *STOPS* IN HIS TRACKS--AS, HIDDEN BENEATH THE SURFACE, THE *DENSITY* OF THE SLEEPER'S BODY BEGINS TO SLOWLY *CHANGE*--!

EFFORTLESSLY, IRREVOCABLY, THE MONSTROUS BEING MAKES ITS WAY BACK TO THE SURFACE--

--FOLLOWING AN INVISIBLE *SONIC IMPULSE* AS AN AIRCRAFT FOLLOWS A *BEACON!*

EXPRESSIONLESS--EMOTIONLESS--THE *SLEEPER* THUNDERS FORWARD--PROGRAMMED TO DESTROY *ANYTHING* THAT MIGHT INTERFERE WITH HIS DEADLY *MISSION--!*

UNTIL, AT LAST--

HE'S HERE!

QUICK--TAKE THE *CRYSTAL!* KEEP IT OUT OF REACH--

--WHILE I TRY TO *STOP* HIM!

NO! HE'S TOO *BIG*-- TOO *POWERFUL!!*

DO AS I *SAY!*

NO MATTER *HOW* HOPELESS IT MAY SEEM--

I HAVE TO *TRY!!*

HE'S--EVEN STRONGER-- THAN I *THOUGHT!*

HE BRUSHED ME OFF-- LIKE A *FLY!*

ZAP

I'LL DIVERT HIS ATTENTION-- BY *FIRING* AT HIM!

NO! IT'S *USE-LESS!* BULLETS CAN'T STOP HIM!

STAY *BACK!* I'M NOT FINISHED *YET!*

HE'S RIPPING A HUGE *BOULDER* RIGHT OUT OF THE GROUND--

DOING IT FASTER THAN A *BULLDOZER*--AND ONLY USING--*ONE HAND*--WITHOUT ANY *STRAIN!*

BUT, MERE STRENGTH *ALONE* ISN'T HIS MAIN POWER! IT *CAN'T* BE!

STEVE! LOOK OUT! IF HE *THROWS* THAT--!

I'M ALRIGHT, GIRL! I CAN DODGE 'MOST *ANYTHING!*

BUT--*YOU!! HIT THE GROUND!* DROP FLAT-- *NOW!*

IT'LL GO FLYING OVER OUR *HEADS*--HERE IT *COMES*--*SLAP THAT TURF!!*

HE *WAITED*-- TILL THE LAST *SECOND!*

THERE'LL *NEVER* BE ANOTHER LIKE-- *CAPTAIN AMERICA!*

MISSED US-- JUST AS I *KNEW* IT WOULD!

AND NOW-- WHEN HE LEAST *EXPECTS* IT--

I'VE GOT TO *COUNTER-ATTACK!!*

I'LL TACKLE HIS *FEET*, TO *UPSET* HIM AND-- =*UNHH!*=

IT'S NO GOOD!

--JUST LIKE SLAMMING INTO THE SIDE OF A *MOUNTAIN!*

CAP!!

HE HURLED YOU OFF-- WITH ONE SIMPLE SHAKE OF HIS LEG!

YOU'RE HURT! --STEVE-- OH, STEVE--!!

NO! I'M ALL RIGHT! DON'T WORRY!

YOU'RE THE ONE! YOU'VE GOT TO ESCAPE--!

I COULDN'T BEAR IT IF YOU WERE--LOOK! THE SLEEPER--!

SOMETHING'S HAPPENING TO HIM! HE'S SLOWING DOWN!

HE SEEMS TO BE WRACKED WITH PAIN!!

--AS THOUGH HE'S BEING AFFECTED-- BY SOMETHING THAT WE CAN'T EVEN SEE!

IT'S THE SONIC CRYSTAL! IT HAS TO BE!

IT'S TRANSFORMING YOUR OWN EMOTIONS-- INTO PURE ENERGY!

IN YOUR WORRY OVER ME--YOU'RE TRANSMITTING TO HIM THE EMOTION OF-- FEAR!!

NOW, HE'S IN A DESPERATELY MOUNTING FRENZY!

YOUR MENTAL WAVES --CONDUCTED BY THE SONIC CRYSTAL --ARE TAKING THEIR TOLL!

EVERY-THING DEPENDS UPON THE NEXT FEW SECONDS--!

TAKE COVER! THIS IS IT!

THOP!

STEVE! HE MOVED --TOO FAST!

HE MANAGED TO GET A GRIP ON YOU! HIS ARMS ARE LIKE STONE VISES!!

IT'S WHAT HE WAS WAITING FOR! NOBODY HUMAN CAN BREAK FREE-- OF THAT!!

THE MAN I LOVE-- IS FIGHTING FOR HIS LIFE--AND I CAN'T HELP HIM!

MY GUN IS USELESS--AND THERE'S NOTHING ELSE!!

WITH EACH PASSING HEARTBEAT, A NUMBING PANIC GRIPS THE DESPERATE GIRL'S VERY SOUL--

STEVE! MY DARLING-- STEVE!!

--AS THE MYSTERIOUS SONIC CRYSTAL VIBRATES LIKE A THING ALIVE--!

AND THEN, AT LAST--IN A MADDENING CACOPHONY OF SOUND AND FURY--

--THE SLEEPER STAGGERS-- LIKE A WOUNDED BEAST--!

UNTIL, A SECOND LATER-- UNCANNY AS IT MAY SEEM--

--THE SHRILL, EAR-SPLITTING NOISE SUDDENLY COMES TO AN END--AS THE SLEEPER SEEMS TO FADE AWAY--!

HIS DENSITY IS CHANGING! HIS ATOMS ARE LOSING MASS!

HE'S GONE! IT WAS THE SONIC KEY THAT DID IT!

YOUR FEELING FOR ME--YOUR DESPERATE FEAR THAT I WOULD DIE--TRIGGERED IT OFF!

THE CRYSTAL--IT SHATTERED IN MY HAND!

IT MEANS--THE NIGHTMARE IS ENDED!

IF NOT FOR YOU--AND YOUR UNSELFISH LOVE--!

DON'T EVEN SAY IT, STEVE! WE'VE WON--YOU'RE ALIVE--AND THAT'S ALL THAT MATTERS!

ONE OTHER THING MATTERS, TOO! THE HUMAN RACE HAS ALSO WON!

BUT, EVEN AS THE WEARY COUPLE GRATEFULLY EMBRACE--

ONCE AGAIN THE ACCURSED CAPTAIN AMERICA HAS ROBBED ME OF MY VICTORY!

BUT, HE STILL DOES NOT SUSPECT THAT THE BATTLE HAS JUST BEGUN!

FOR, AT LAST, I HAVE FOUND--HIS ONE FATAL WEAKNESS--!

EVERY MAN HAS AN ACHILLES HEEL--

AND THE STAR-SPANGLED AVENGER IS NO EXCEPTION!

NOW THAT I HAVE SEEN THE GIRL HE LOVES--

IT IS SHE WHO WILL CAUSE--HIS DOWNFALL!

WHEN THE CURTAIN FALLS--FOR THE FINAL TIME--ONLY THE RED SKULL WILL REMAIN--ALIVE!

NEXT ISSUE: THE WEAKEST LINK!

MARVEL COMICS GROUP

12¢ IND. | 103 JULY

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

THE WEAKEST LINK!

"THE WEAKEST LINK!"

CAN A MAN LIKE CAPTAIN AMERICA ENJOY A PEACEFUL DATE WITH THE GIRL HE LOVES? DON'T ANSWER TILL YOU SEE THE NEXT PAGE--!

SHIELD VS. SKULL! ANOTHER MIGHTY MARVEL EPIC!

Menu

SCRIPT AND ART BY:
STAN (THE MAN) LEE
and
JACK (KING) KIRBY

EMBELLISHMENT BY:
SYD SHORES

LETTERING BY:
ARTIE SIMEK

CATERING BY:
FORBUSH FANCY FOODS, INC.

IT'S A PLEASURE TO FINALLY CALL YOU BY YOUR *REAL* NAME-- *SHARON CARTER*-- RATHER THAN *AGENT 13!*

I CAN'T STOP WORRYING ABOUT THE *RED SKULL*, STEVE!

THOUGH WE DESTROYED HIS DEADLY *SLEEPER**, THE SKULL STILL *LIVES!*

BUT WHAT'S *WRONG*, HONEY?

AND *NOW*, HE'LL BE MORE *DANGEROUS* THAN EVER!

*IT HAPPENED LAST ISH, AND IF YOU MISSED IT-- *SHAME* ON YOU! --SENSITIVE STAN.

WE'VE *LIVED* WITH DANGER MOST OF OUR LIVES, SHARON!

SO WE WON'T LET IT STOP US FROM *ENJOYING* OURSELVES NOW!

SHALL WE *DANCE*, MA'AM?

LOVE TO, KIND SIR!

I'M AFRAID I *STILL* FEEL MORE AT HOME WITH THE *FOX TROT* THAN THE *FRUG!*

I'D FEEL AT HOME WITH *ANYTHING* IN YOUR ARMS, MY DARLING!

SHARON-- IF ONLY IT COULD *ALWAYS* BE--LIKE THIS!

A MOST *TOUCHING* TABLEAU, MY FRIEND!

BUT NOW, MAY *ANOTHER* CUT IN?

WHAT--?

STEVE! LOOK OUT!!

TAP!

CLICK!

STUN GAS!!

RUN, SHARON! GET *OUT* OF-- UHHHHH--!

SHOOSH

ALAS, IT IS *TOO* LATE!

TOO LATE-- FOR *ANYTHING!*

HAH! LOOK AT THEM RUN!

HOW SIMPLE IT IS TO PANIC A FEARFUL, UNTHINK-ING CROWD!

SHE STRUGGLES LIKE A WILDCAT!

BUT, THIS ETHER PAD WILL TAME HER IN SECONDS!

WE HAVE WHAT WE CAME FOR!

NOW, QUICKLY-- BACK TO THE SHIP!

THE RED SKULL WILL REWARD US HANDSOMELY FOR THIS DAY'S WORK!

WITH AGENT 13 AS THE BAIT, IT WON'T BE LONG BEFORE CAPTAIN AMERICA FALLS INTO OUR TRAP!

AND NOW, BACK TO THE ISLAND OF EXILES!

COMMUNICATION CIRCUIT *ACTIVATED!*

I HAVE THE *RED SKULL!*

MISSION ACCOMPLISHED, MASTER!

WE TOOK HER TOTALLY *OFF-GUARD!*

HER TALL, BLONDE ESCORT WAS *STUNNED* BEFORE HE COULD LIFT A FINGER!

TALL, BLONDE ESCORT?!!

YOU UNMITIGATED *FOOL!!* THAT WAS *STEVE ROGERS*-- IT WAS *CAPTAIN AMERICA HIMSELF!*

BUT--WE DID NOT-- KNOW!

THAT'S THE ONE THING *WRONG* WITH DEMANDING COMPLETE *OBEDIENCE!*

--MY MEN BECOME *HUMAN ROBOTS*-- UNABLE TO *THINK* FOR THEMSELVES!

THEY HAD A CHANCE TO *DISPOSE* OF MY ACCURSED ENEMY--AND *FUMBLED* IT!

BUT, *NO MATTER!* WITH THE *GIRL* IN OUR HANDS, HE IS *STILL* AS GOOD AS DEAD!

COME, GRUNNING! WE MUST NOTIFY THE *OTHERS!*

I AM AWARE HOW *IMPATIENT* THEY HAVE BEEN--HOW EAGER THEY ARE, FOR *ACTION!*

WE HAVE WAITED SO *LONG,* MASTER-- FOR THE GLORIOUS DAY WHEN ALL MANKIND *GROVELS* BENEATH THE HEEL OF THE *MASTER RACE* ONCE MORE!

FOR, ONLY WE *NAZIS,* WHO HAVE HIDDEN HERE ON *EXILE ISLAND* FOR TWO DECADES--

ONLY *WE* ARE FIT TO *RULE THE WORLD!*

UNDER THE SUPREME LEADERSHIP OF THE *RED SKULL,* OF COURSE!

ENOUGH TALK! LET US ENTER THE *COUNCIL ROOM!*

OUR *STRIKE FORCE* HAS RETURNED FROM AMERICA!

ACTIVATE THE *PERI-SCREEN*, THAT WE MAY REVEL IN THE *SUCCESS* OF THEIR MISSION!

IT HAD *BEST* BE SUCCESSFUL--

OR THEY MUST BE *SLAIN* ON THE SPOT!

AHH, MY *CHIEFS OF STAFF* ARE ALREADY *ASSEMBLED!*

FOR THOSE WHO SERVE THE *SKULL*, ONLY *DEATH* IS THE PRICE OF *FAILURE!*

THE GIRL HAS BEEN *CAPTURED!* IT IS WELL!

DESPITE THE SKILL, THE POWER OF *CAPTAIN AMERICA*, IT IS *SHE* WHO IS THE *WEAKEST LINK* IN HIS DEFENSE!

THAT IS WHY WE *NAZIS* ARE STRONG! BECAUSE *WE* DO NOT *LOVE!*

WELL SAID, MEIN HERR!

THOSE WHO SERVE THE *SKULL* ARE MOTIVATED BY A FAR *STRONGER* EMOTION THAN LOVE!

AS *NAZIS*, WE PAY HOMAGE TO *HATRED*, AND *TYRANNY!*

AND NOW, LET THE *ENTERTAINMENT* BEGIN!

WHAT ARE YOU *DOING* WITH US?

WHY HAVE WE BEEN *BROUGHT* HERE?

SILENCE! THE *SKULL* HAS COMMANDED!

THAT IS *ALL* YOU NEED TO KNOW!

LOOK! HE STANDS THERE *BEFORE* US!

MY CHIEFS OF STAFF GROW *RESTLESS!* THEY NEED *DIVERTISSEMENT!*

YOU WILL *AMUSE* US-- BY *BATTLING* EACH OTHER!

YOU ARE *MAD!* WE WILL *NOT* OBEY YOU!

IT IS OF *NO CONSEQUENCE!*

IF YOU DO NOT CHOOSE TO *BATTLE*, WE SHALL BE ENTERTAINED BY YOUR *REACTIONS* INSTEAD, WHEN I PRESS THIS METAL *ROD!*

NO! NO! NOT *THAT!*

WE WILL DO *ANYTHING*-- BUT--*NOT THAT!!*

NOT THE *ROD!* YOU MUST NOT PRESS THE *ROD!*

THEN *FIGHT*, YOU WORTHLESS, WITLESS HUMAN *PAWNS!*

PROVE, BEFORE OUR VERY EYES, HOW *MEANINGLESS* IS THE VALUE OF A SINGLE *LIFE!*

AND, MOST *IMPORTANT* OF ALL--PROVIDE *SPORT* FOR MY SUPREME COUNCIL--TO WHET THEIR APPETITE FOR THE FATEFUL *BATTLE* WHICH LIES *AHEAD!*

WE *MUST*-- OBEY THE *SKULL!*

HAH! JUST AS THE ANCIENT *ROMANS* HAD THEIR *GLADIATORS*, SO DO *WE*--THE PRIVILEGED *LEADERS* OF THE SKULL'S LEGIONS--HAVE *OURS!*

NONE DARE DEFY US! ONCE THEY WERE *FRIENDS*--YET, LOOK AT THEM *NOW!*

IT WILL BE *JUST* AS EASY FOR US TO TURN *FAMILIES* AGAINST EACH OTHER--AND THEN, ENTIRE *NATIONS!*

CAREFUL! DO NOT *END* IT TOO QUICKLY!

THEY ARE *WEAKLINGS!*

BUT, *CAPTAIN AMERICA* SHALL GIVE A FAR *BETTER* ACCOUNT OF HIMSELF --BEFORE HE *DIES!*

LITTLE DOES THE RED-WHITE-AND-BLUE AVENGER DREAM WHAT *AWAITS* HIM HERE.!

AND, BY THE TIME HE *FINDS OUT*--IT WILL BE *TOO LATE.!*

THEN, WITH *HIM* GONE--WE *REVEAL* OURSELVES AS THE NEW *MASTERS* OF MANKIND.!

THAT IS THE MOMENT I HAVE *WAITED, PLANNED,* AND *WORKED* FOR ALL THESE YEARS.!

AND *THIS* TIME, I SHALL NOT *FAIL.!*

BUT, *CAPTAIN AMERICA* IS FAR FROM BEATEN *YET.!* ERGO--

THIS IS THE AREA YOU *REQUESTED,* CAP.!

THEN *REDUCE SPEED.!* I'M *TAKING OFF--!*

I *KNOW* THERE'S SUPPOSED TO BE AN *UNDERSEA ENTRANCE* TO THE SKULL'S ISLE, BUT HOW--?

WITH THE AID OF THIS *OXYGEN CYLINDER* THAT TONY STARK DESIGNED, IT'S UP TO ME TO *FIND* IT.!

TELL *FURY* THANKS FOR THE LIFT, FELLA.!

ONE MAN--ALONE-- AGAINST THE FORCES OF THE *RED SKULL--!*

PRIORITY A-1

BUT, IF *ANYONE* CAN DO THE JOB--IT'S GOTTA BE--*CAPTAIN AMERICA.!*

WHEREVER YOU'RE HIDDEN, SKULL--I'LL *FIND* YOU!

I *KNOW* YOU CAPTURED SHARON IN ORDER TO BRING ME *TO* YOU--

I *KNOW* YOU'VE GOT EVERY MAN, EVERY WEAPON SET TO *DESTROY* ME ON SIGHT--

BUT, I *ALSO* KNOW THAT NOTHING ON EARTH CAN KEEP ME *FROM* YOU--

NOTHING ON EARTH WILL *SAVE* YOU--IF ONE HAIR OF THAT GIRL'S HEAD HAS BEEN *HARMED!*

I THOUGHT THE SKULL WOULD HAVE A DEFENSE AGAINST UNDERSEA ATTACK--!

A BED OF ELECTRONICALLY-CONTROLLED KELP-- SNARING ME IN ITS ARTIFICIAL TENTACLES!

ANY OTHER MAN-- UNPREPARED FOR SUCH A TRAP-- WOULD BE DROWNED WITHIN SECONDS!

--BUT NOT A MAN WHO HAD HIDDEN A SUPPLY OF SHOCK PELLETS WITHIN HIS GLOVE--!

BLOOM!

ALERT THE MASTER!

SOMETHING IS AMISS WITHIN THE KELP BED!

MAN THE ATTACK CRAFT-- FOR INSTANT LAUNCHING!

TAKE NO UNNECESSARY CHANCES!

IF IT SHOULD BE CAPTAIN AMERICA--!

BAH! WHAT DOES IT MATTER?

HE IS CERTAIN TO BE DEAD BY NOW!

SPOK

SORRY TO DISAPPOINT YOU--

BUT, SOME CORPSES DON'T HAVE SENSE ENOUGH TO LIE DOWN!

YOUR GUN! USE IT-- USE IT!!

TOO LATE FOR THAT NOW, MISTER--

YOU ALREADY HAD YOUR CHANCE!

ZTANG!

IT IS CAPTAIN AMERICA! HE HAS SEIZED CONTROL OF THE ATTACK CRAFT!

I HAVE JUST RECEIVED THE MASTER'S ORDERS--

OPEN FIRE! BLAST HIM OUT OF THE SEA!

MOVE, YOU FOOLS!

HE APPROACHES AT TOP SPEED!

HE WILL NOT REACH SHORE ALIVE, MASTER!

BUT, WHEN BATTLING THE SEEMINGLY SUPER-HUMAN SKILL OF *CAPTAIN AMERICA*--IT IS FAR EASIER TO *PROMISE* THAN TO *PRODUCE*--

LUCKILY, THIS CRAFT WAS BUILT TO OUT-MANEUVER ALMOST *ANYTHING!*

I CAN SWING HER AROUND *FASTER* THAN THEY CAN READJUST THEIR GUNSIGHTS!

BUT THAT *LAST* VOLLEY WAS TOO CLOSE FOR COMFORT!

THEY THINK I'M A *SITTING DUCK*--WITH NOTHING TO FIRE *BACK* AT THEM!

BUT THEY WON'T THINK SO *MUCH LONGER*--!!

--NOT AFTER ME TURNING THIS *WHOLE TUB* INTO ONE GIGANTIC, UNSTOPPABLE *FLAMING TORPEDO!*

I *DID* IT--I DROVE IT RIGHT UP THE SLOPE--TOWARDS THE *FORTRESS!!*

NOW--IF I CAN JUST *LEAP OFF* IN TIME--!

AND, LEAP OFF IN TIME HE *DOES*--AS IF WE HAVE TO *TELL* YOU--!

KA-BOOM!

RUN! *RUN!* THE CLIFFSIDE IS *COLLAPSING!* THE *FORTRESS* HAS BEEN *DESTROYED!*

WHY DOES HE CONTINUE TO *RESIST?*

DOES THE FOOL-HARDY *CAPTAIN AMERICA* THINK HE CAN SURVIVE AGAINST OUR *COMBINED MIGHT?!!*

I'LL DO MORE THAN *SURVIVE,* FRIEND! I'LL RIP THIS ISLE *APART* IF I HAVE TO!

THERE HE *GOES*-- INSIDE THE FORTRESS *ITSELF!*

FTANG!

HAH! HE HAS AS MUCH AS SIGNED HIS *DEATH WARRANT!*

BUT, NO SOONER DO HIS PURSUERS *REACH* HIM, WHEN--

SPUKOW!

HOWEVER, NOT EVEN THE EYES OF AMERICA'S GREATEST FREEDOM FIGHTER CAN BE *EVERYWHERE*; AND SO--

THIS WILL KNOCK THE *FIGHT* OUT OF HIM!

=UNHHH!=

NOW THAT HE IS *DOWN*, STAND ASIDE!

I WILL USE MY *BLASTER*--!

NO! HE IS *MINE*!

I WANT THE *HONOR* OF BEING THE MAN TO *FINISH* CAPTAIN AMERICA--WITH MY *BARE HANDS*!

GLAD YOU *FEEL* THAT WAY, BIG MAN--

YOU GAVE ME A CHANCE TO CATCH MY *BREATH*!

BTOP!

AND NOW--I'VE GOT TO SEE A MAN--ABOUT A GIRL!

THE GIRL? AH, YES --I THOUGHT YOU'D BE INTERESTED--IN HER FATE!

THE RED SKULL!

NOW, MANFRED--HE IS YOURS!

DID I NOT SAY THE SOUND OF MY VOICE WOULD MAKE HIM TURN--?

AND THIS TIME, HE SHALL NOT ESCAPE!

REMOVE HIS MASK!

WILL YOU KILL HIM NOW, MASTER?

NO! THAT WOULD BE--TOO MERCIFUL!

WHAT I DO NOW, IS FAR, FAR WORSE!

I SIMPLY APPLY A SMALL STRIP OF NUCLEAR TAPE TO THE BACK OF HIS NECK--

AND NOW--HE IS MY UNWITTING SLAVE--

--FOR AS LONG AS I POSSESS THIS REMOTE-CONTROL DETONATOR!

NO MATTER WHERE HE MAY BE--I CAN DESTROY HIM AT THE TOUCH OF A FINGER!

SECONDS LATER, STILL UNCONSCIOUS, THE MASKED AVENGER IS ROUGHLY HURLED INTO A CELL ADJACENT TO THE ONE IN WHICH SHARON CARTER IS IMPRISONED--

HE IS DEFEATED AT LAST!

TRULY, THIS IS THE RED SKULL'S GREATEST TRIUMPH!

CAP!

I--I FEARED YOU'D COME FOR ME, MY DARLING!

FOR, I KNEW--THE ODDS WERE TOO IMPOSSIBLY GREAT--EVEN FOR YOU!

SHARON!

ARE YOU ALL RIGHT? HAS HE HARMED YOU? IF HE HAS--!!

NO! NO! DON'T WORRY ABOUT ME--

I WAS ONLY A PAWN IN HIS MASTER PLAN TO CAPTURE YOU! AND NOW--HE'S SUCCEEDED!

SAY NO MORE! I KNOW THE SKULL! THESE CELLS ARE ALMOST CERTAINLY BUGGED BY SUBMINIATURE TV-AUDIO DEVICES!

VERY WISE OF YOU, MASKED MAN! A PITY YOUR CAUTION CANNOT SAVE YOU NOW!

IT'S HIM! YOU WERE RIGHT!

SO THAT IS WHY YOU INTERRUPTED OUR AMUSEMENT WITH THE TWO PUMMELING GLADIATORS!

YES! WE HAVE CAPTURED A FAR BIGGER PRIZE!

AND I WISH TO SAVOR THIS VICTORY--FOR AS LONG AS POSSIBLE!

BUT NOW, THE MOMENT HAS COME--TO DIVIDE THE HELPLESS EARTH AMONGST THE SIX OF US!

I HAVE NO INTEREST IN MERE TERRITORY! I CLAIM CONTROL OF THE WORLD'S TOTAL WEALTH!

WEALTH--BAH!

THE ARMIES OF MANKIND--THEY MUST BE LED BY ME!

SILENCE, ALL OF YOU!

YOU MUST HEAR MY DEMANDS FIRST!

DO WHAT YOU WISH WITH THE REST OF THE GLOBE!

I DEMAND COMPLETE AND PERMANENT RULE OVER THE UNITED STATES!

I HAVE SPECIAL PLANS FOR THE ACCURSED CITIZENS OF AMERICA!

I HAVE TOLD YOU BEFORE--AMERICA IS TO BE MINE!

REMEMBER--THE AUTHORITY OF THE RED SKULL IS STILL SUPREME!

NO! FOR TOO LONG HAVE YOU LORDED IT OVER US!

DESPITE YOUR POWER--DESPITE YOUR CRIMINAL BRILLIANCE--DESPITE YOUR ALMOST LEGENDARY RECORD OF EVIL--YOU ARE BUT ONE MAN--

AND NOT EVEN YOU CAN TREAT US LIKE A BAND OF LOWLY SERFS!

YOU DARE POINT A WEAPON AT ME?!!

I DO NOT KNOW WHETHER TO LAUGH, OR REDUCE YOU TO A LIFELESS CADAVER WITH A SINGLE BLOW!

MASTER! ALLOW ME TO HANDLE HIM--!

SNAP!

COWARD! I THOUGHT YOU WOULD SIDE WITH ME--AGAINST HIM!

WITHOUT HIM WE ARE NOTHING! HIS IS THE PLAN! HE IS THE MASTER!

AND CAPTAIN AMERICA--THE FIRST VICTIM!

AND, SPEAKING OF CAP--

I'LL USE MY *SHIELD* TO GET US *OUT* OF HERE!

NO! IT MIGHT BE TOO *NOISY!*

I HAVE A CAPSULE OF *POWDERED CORROSIVE* IN MY FINGERNAIL!

GOOD GIRL! I SHOULD HAVE KNOWN THAT *SHIELD* WOULDN'T LEAVE YOU *DEFENSELESS!*

I'D HAVE FREED MYSELF *SOONER*--BUT I WAITED --KNOWING *YOU'D* BE HERE!

MY *OTHER* NAIL HAS A *MICRO-FLAME THROWER*-- GOOD FOR ONE, CONCENTRATED *BLAST!*

ZZZZZZZZ

SSZZT!

YOU'VE *DONE* YOUR JOB, LADY!

NOW, *STAND BACK!*

THE *REST* IS UP TO *ME!*

KAHUMP!

WE CAN'T BEAT THEM *ALL*, CAP!

WHERE DO WE GO FROM *HERE?*

HE'S BOUND TO HAVE AN *AIR-STRIP* ON THE ISLE!

AND WE'RE GONNA *FIND* IT!

A TUNNEL CAR! JUST WHAT I NEED!

FOLLOW ME, SHARON! IT'LL BE EMPTY IN A SECOND!

I'D LIKE TO STAY AND SETTLE UP WITH THE SKULL--

BUT I'VE GOT TO GET YOU TO SAFETY, FIRST!

NO! YOU PROMISED YOU'D NEVER LET ME STAND IN THE WAY--!

THAT WAS BEFORE I KNEW--

HOW MUCH YOU MEAN TO ME!

ANYWAY, ONCE WE'RE IN THE CLEAR, FURY'S AGENTS OF SHIELD WILL WIPE THIS PLACE OFF THE MAP!

SOUND THE ALARM!

SUMMON THE MASTER!

HURRY-- OR IT MEANS OUR LIVES!

I WILL FORGET WHAT HAS OCCURRED HERE! HE HAS LEARNED HIS LES--WAIT!

THE ALARM! OUR PRISONERS HAVE ESCAPED!

I WILL HANDLE IT!

REMAIN HERE-- UNTIL MY RETURN!

IN ORDER TO FURTHER MY PLAN, IT WILL BE NECESSARY FOR CAPTAIN AMERICA TO OUTFIGHT ME WHEN WE MEET!

I DO NOT WISH THOSE UNIFORMED IMBECILES TO WITNESS MY SEEMING DEFEAT!

THEY ARE CERTAIN TO HEAD FOR THE AIR-STRIP--

BUT I WILL OVERTAKE THEM IN MY PNEUMATIC SLED!

JUST IN TIME!

AND, BEST OF ALL--HE CANNOT YET BE AWARE OF THE DEADLY NUCLEAR TAPE UPON HIS NECK!

THE SKULL!

I MUST BE CAREFUL TO MAKE IT *LOOK* GOOD!

I'LL KICK HIS *SHIELD* OUT OF REACH--!

BUT, HE DOESN'T SEEM TO *CARE!*

ALL HE WANTS --IS TO GET HIS *HANDS* ON ME!

STEVE! FORGET THE SKULL! HEAD FOR THE *PLANE!*

WE MUST REACH *SHIELD*-- WITH WHAT WE'VE *LEARNED!*

IT'S *NO USE!* HE DOESN'T EVEN *HEAR* ME!

BACK! BACK, YOU DECADENT, FREEDOM-LOVING *FOOL!*

THE *OTHERS* ARE COMING!

--I CAN'T HOLD THEM OFF --MUCH *LONGER!*

I AM YOUR *SUPERIOR* IN *EVERY* WAY! I AM A MEMBER OF THE *MASTER RACE!* I AM-- -UNGHH!-

THERE *IS* NO MASTER RACE--AND YOU *KNOW* IT!

NOT *YET!* HE WAS NOT SUPPOSED TO DOWN ME *YET!*

WE'RE *ALL* HUMAN BEINGS--ALL *EQUAL* BEFORE OUR CREATOR!

NOTHING YOU CAN EVER SAY OR DO WILL *CHANGE* THAT!

EQUALITY! YOU *FOOL*-- EQUALITY IS-- JUST A *MYTH!*

A *MYTH,* IS IT? THEN *AMERICA* HERSELF IS JUST A MYTH--AS ARE *LIBERTY,* AND *JUSTICE*-- AND *FAITH!* MYTHS THAT *FREE MEN* EVERY-WHERE, ARE WILLING TO *DIE* FOR!

STEVE--THEY'RE ALMOST *UPON* US!

THERE'S NO MORE *TIME!*

DON'T SHOOT! YOU MIGHT HIT THE MASTER!

IT'S TYRANNY WHICH IS THE MYTH--

AND BIGOTRY WHICH IS AN ABOMINATION BEFORE THE EYES OF MANKIND!

IT'S YOU WHO ARE THE FOOL!

FOR, HUMANITY HAS COME OF AGE--

AND, SO LONG AS LOVE, NOT HATRED, FILLS MEN'S HEARTS --THE DAY OF THE TYRANT IS ENDED!

STEVE! THEY'RE FIRING AT YOU!

WE CAN WAIT NO LONGER!

THE SKULL IS DOWN! I'VE GOT MY SHIELD--!

SO HEAD FOR THE BLUE!

CAP! ARE YOU--ARE YOU ALL RIGHT?

I AM NOW, LITTLE LADY!

DON'T LOOK BACK--'CAUSE WE'RE GOING HOME!

BUT, EVEN AS CAP LIFTS HIMSELF INTO THE COCKPIT--

IDIOT!! TAKE YOUR HANDS OFF ME!

THIS IS THE WAY I PLANNED IT!

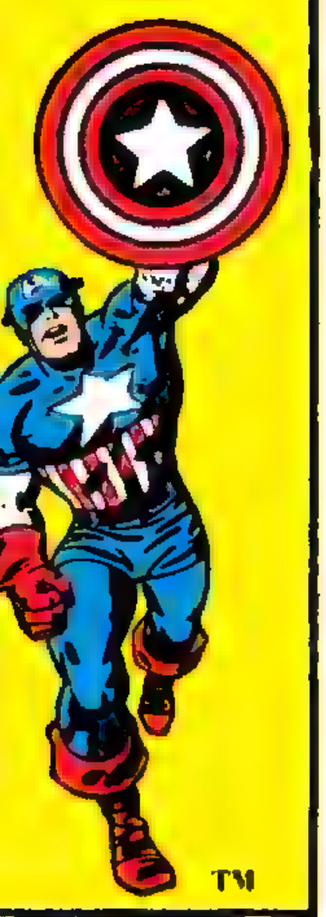
HE THINKS HE'S ESCAPED ME--THAT LIBERTY-LOVING ANACHRONISM!

BUT, NO MATTER WHERE HE MAY GO--

--THIS DETONATOR CAN REACH HIM!

NEXT

THE WAY IT ENDS!



MARVEL™ COMICS GROUP

12¢ | 104 | AUG

IND.

APPROVED BY THE COMICS CODE AUTHORITY

CAPTAIN AMERICA™

SLAVE OF... The SKULL!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

"SLAVE OF THE SKULL!"

TAKE TWO PARTS STAN (THE MAN) LEE JACK (KING) KIRBY AND ADD A DASH OF DAN ADKINS, INKER ARTIE SIMEK, LETTERER MIX WELL, READ CAREFULLY, AND SERVE UP ANOTHER MILDLY MAGNIFICENT MARVEL MASTERWORK!

WHAT SAY WE SKIP THE LONG INTROS RIGHT NOW? IT'S TIME FOR ACTION-- AND WE'LL FILL YOU IN AS WE GO ALONG--!

WHO ARE THESE HARD-HITTING, HOSTILE *FOES* WHOM OUR HERO IS BATTLING?

DON'T FEEL BADLY IF YOU CAN'T *ANSWER* THAT! --YOU'RE NOT *SUPPOSED* TO KNOW YET!

AND THE SAME GOES FOR THE QUESTION "*WHY* ARE THEY FIGHTING SO *DESPERATELY*?"

BUT, *HANG LOOSE*, O LONG-SUFFERING ONE!

--*ALL* SHALL BE REVEALED ON THE VERY NEXT PAGE--!

FIRST OF ALL, YOU *KNOW* HOW JOLLY JACK LOVES TO OPEN A STORY WITH AGONIZIN' *ACTION*--!

--AND HOW SMILEY LIKES TO TEST YOUR *MEMORY!* FOR INSTANCE, CAN YOU REMEMBER THE *LAST* TIME THAT MISCHIEVOUS *MARVEL* PRESENTED A SCENE EMPLOYING *LIFE MODEL DECOYS*--?

THAT *DOES* IT, CAP!

THE WORKOUT'S *ENDED!*

ONCE *AGAIN* CAPTAIN AMERICA HAS DEMONSTRATED THAT A SUPERBLY-TRAINED *HUMAN* CAN OUTFIGHT THE MOST COMPLEX *ROBOTIC ANDROIDS* MAN CAN DEVISE!

GOOD WORK, CAP! YOU HAD US *WORRIED* THERE FOR A MINUTE!

IT WAS THE TOUGHEST SESSION OF *ALL,* MAJOR!

SHIELD'S *LMD'S* ARE GETTING *HARDER* TO TACKLE ALL THE TIME!

SHIELD

BUT THE *RESULTS* ARE GREAT, MISTER!

YOU KEEP *PROVING* THAT NO REAL, FLESH-AND-BLOOD JOE EVER HAS TO TAKE A BACK SEAT TO SOME *ROBOT,* NO MATTER *HOW* GOOD THE *LMD* MAY BE!

OKAY, YOU JOKERS! ON YOUR *FEET!*

ALL PREVIOUS COMMANDS ARE NOW *RESCINDED!*

CLEAR YOUR *MEMORY BANKS* AND AWAIT FURTHER INSTRUCTIONS!

WITH THEIR *MEMORY CELLS* CLEARED--THEY NO LONGER *REMEMBER* ME!

SHIELD

IN COLUMN OF ONE-- QUICK-TIME MARRRCH!
THAT'S IT, CAP!
BETTER REPORT TO THE MEDIC FOR A FINAL CHECK-OUT BEFORE YOU GO!
LMD
LMD
LMD
WILL DO, MAJOR!

NICE GOING, AVENGER! WE WERE ALL ROOTING FOR YOU!
THANKS, SOLDIER! THESE DAYS, A FELLA CAN USE ALL THE SUPPORT HE CAN GET!
ESPECIALLY SINCE I'VE BEEN GETTING THESE STRANGE HEADACHES LATELY-- FOR NO APPARENT REASON!

DOC, WHY WOULD A MAN IN PERFECT PHYSICAL CONDITION SUDDENLY START GETTING FREQUENT HEADACHES?
HEADACHES ARE JUST A WARNING SIGN, CAP-- INDICATING THAT SOMETHING ELSE IS WRONG!
SINCE YOUR VERY LIFE CONSTANTLY DEPENDS UPON YOUR REMAINING IN THE PEAK OF CONDITION--
WE'D BETTER EXAMINE YOU MORE CAREFULLY THAN EVER!

STEVE DARLING--YOU WERE SIMPLY WONDERFUL AGAINST THOSE PRE-CONDITIONED LMD'S!
HE'S ABOUT TO UNDERGO A COMPLETE PHYSICAL, MISS CARTER!
OH, I SEEM TO HAVE BARGED IN AT THE WRONG TIME!
YOU MAY WAIT IN THE ANTE-ROOM, IF YOU WISH!

VERY WELL! I'LL--
STEVE! WHAT IS IT? WHAT'S WRONG?
MY HEAD!
THE PAIN-- IT'S SUDDENLY --ALMOST UNBEARABLE!!

WHILE, HUNDREDS OF MILES OUT AT SEA-- ON THE RED SKULL'S HIDDEN ISLAND OF EXILES--
NO MATTER WHERE HE MAY BE--THIS ELECTRONIC NEURO-ROD WILL ACTIVATE THE NUCLEAR TAPE I ATTACHED TO THE BACK OF HIS NECK!*
FOR, THE TIME HAS COME--TO BRING HIM HERE ONCE MORE!
*BETCHA THOUGHT WE'D FORGET ABOUT IT SINCE LAST ISH! --SENSITIVE STAN.

NOW, WITH THE CIRCUIT *ACTIVATED*, WE CAN AGAIN ESTABLISH *VISUAL CONTACT* WITH OUR VICTIM--

BY SIMPLY *MONITORING* SHIELD'S OWN CLOSED-CIRCUIT TV CHANNEL!

NEXT, I'LL SET THE *AUDIO* PORTION OF THE SCANNER INTO OPERATION--!

--FOR INSTANT *SOUND* COMMUNICATION!

CAPTAIN AMERICA! THIS IS THE *RED SKULL!*

WHEN LAST WE *FOUGHT* ON EXILE ISLE, I IMPLANTED A SENSITIZED STRIP OF *NUCLEAR TAPE* UPON THE BACK OF YOUR *NECK!*

NOW, BY MEANS OF MY REMOTE CONTROL *NEURO ROD*, I CAN MAKE YOU MY HELPLESS *SLAVE!*

AND, THAT IS NOT ALL--!

THE NUCLEAR TAPE SERVES AS *DETONATOR* FOR A HIDDEN, MINIATURIZED *H-BOMB* WHICH MY AGENTS HAVE PLANTED IN YOUR NATION'S *CAPITAL!*

IF YOU MAKE THE SLIGHTEST ATTEMPT TO *REMOVE* THE TAPE--ALL OF *WASHINGTON, D.C.* WILL BE TOTALLY *ATOMIZED!*

EVEN THOUGH WE HAVE LONG BEEN *MORTAL ENEMIES* --YOU KNOW FULL WELL THAT THE *RED SKULL* DOES NOT *LIE!*

I ORDER YOU TO IMMEDIATELY *RETURN* TO EXILE ISLAND! ONCE HERE, YOU WILL FACE YOUR *FINAL BATTLE*-- BEFORE I *OBLITERATE* YOU FOREVER FROM THE FACE OF THE EARTH!

AND NOW-- FOR YOUR FIRST *COMMAND--!*

EXCELLENCY, WAS IT *WISE* TO REVEAL SO *MUCH?*

DON'T BE A *FOOL*, GRUNING! *WE* HOLD ALL THE CARDS! THEY CAN DO *NOTHING!*

BUT, WAS THAT NOT WHY WE LOST *WORLD WAR TWO--*

NO! IT WAS BECAUSE THE *FUEHRER* DID NOT LISTEN TO *ME!*

--BECAUSE WE *UNDERESTIMATED* THE SKILL--AND THE *COURAGE* --OF FREE MEN?

THIS TIME THE FUEHRER IS WITH US NO MORE!

NOW, THE RED SKULL IS IN COMPLETE COMMAND!

AND THERE IS NO ROOM FOR FAILURE WITHIN MY MASTER PLAN!

THE SLAYING OF CAPTAIN AMERICA WILL BE THE SIGNAL FOR THE GREATEST ATTACK ON HUMAN FREEDOM THE WORLD HAS EVER KNOWN!

BEFORE I AM DONE, MANKIND WILL FEARFULLY GROVEL BENEATH THE UNYIELDING BOOT OF ITS NAZI MASTERS!

SEE HOW OUR STORM TROOPERS DRILL IN DEADLY PRECISION--DAY AFTER DAY--WAITING FOR THE GLORIOUS MOMENT WHEN TYRANNY SHALL ONCE AGAIN SPREAD ITS SHADOW OVER THE ENTIRE EARTH!

MARK YOU MY WORDS, GRUNING--!

WHERE ADOLF HITLER FAILED--THE RED SKULL SHALL SUCCEED!

AND NOW, IT IS TIME TO REJOIN MY WAITING CHIEFS OF STAFF--!

ACHTUNG! THE MOMENT IS NEAR AT HAND!

THAT MEANS CAPTAIN AMERICA WILL SOON BE HERE!

GOOD! GOOD! HIS DEATH HAS BEEN TOO LONG OVERDUE!

GIVE US YOUR REPORT, GRUNING!

WE HUNGER FOR NEWS OF OUR ACCURSED ENEMY!

I HUNGER FOR NOTHING--

SAVE A CHANCE TO MATCH MY POWER AGAINST HIS!

YOU MUST AWAIT YOUR TURN, BALDINI!

EACH OF US DESIRES THE DEATH OF CAPTAIN AMERICA AS EAGERLY AS YOU!

AND EACH OF US SHALL HAVE A HAND IN IT, EH, GRUNING?

PAY ATTENTION TO YOUR CARDS, KRUSHKI!

THE FATE OF THAT SHIELD-CARRYING SWINE IS ALREADY SEALED! HE WILL SOON BE DEAD!

REMEMBER YOUR PROMISE, SKULL--!

I SHALL BE FIRST TO ATTACK HIM!

WHY NOT DESTROY THE OTHERS?

THEN ALL OF EARTH WOULD BE OURS TO SHARE--AND OURS ALONE!

PATIENCE, MY LOYAL FOLLOWERS--PATIENCE!

ALL IS IN READINESS! ALL SHALL GO EXACTLY AS PLANNED!

HOW THEY DESPISE EACH OTHER! HOW FILLED WITH TREACHERY AND DECEIT ARE ALL THEIR HEARTS!

AND THAT IS EXACTLY AS I WISH IT!

UNITED BY A BOND OF MUTUAL HATRED--OF STARK, GNAWING DISTRUST--

THEY FOLLOW ME BLINDLY --AND WILL CONTINUE TO DO SO--UNTIL THE DAY WHEN I SHALL DISPOSE OF THEM ALL!

MEANWHILE, BACK IN THE STATES--

AT LEAST THIS PART OF THE SKULL'S STORY IS TRUE!

THERE IS A STRIP OF NUCLEAR TAPE ADHERED TO YOUR NECK, CAP-- AND IT HAS BEEN ELECTRONICALLY ACTIVATED IN SOME MANNER!

THEN--IT IS POSSIBLE THAT ITS REMOVAL MIGHT SET OFF AN H-BOMB--? IF THERE IS ONE PLANTED IN WASHINGTON!

THERE IS, STEVE! MY CALL TO SHIELD CONFIRMS THE FACT!

FURY'S MEN LOCATED IT--CAREFULLY HIDDEN ON THE PREMISES OF A DEFENSE COMMAND BUILDING!

THE RED SKULL'S AGENTS MUST BE EVERY-WHERE!

THAT MEANS WE CANNOT REMOVE THE NUCLEAR TAPE FOR FEAR OF SETTING OFF THE BOMB!

BUT--SO LONG AS IT REMAINS ON HIS NECK--STEVE IS VIRTUALLY A SLAVE OF THE SKULL!

UNLESS SHIELD CAN FIND A WAY TO RENDER THE BOMB HARMLESS!

THIS IS THE REVENGE THE RED SKULL PLANNED FOR ME!

AND WE BOTH KNOW--WHAT I MUST DO!

YOU MEAN--RETURN TO EXILE ISLAND?

I'VE NO OTHER CHOICE!

IT'S WHAT HE WANTS--WHAT HE'S BEEN WAITING FOR!

HIS CHANCE TO FINISH ME OFF--AT LAST!

HE KNOWS WE WON'T DARE BOMB THE ISLE SO LONG AS I WEAR THIS TAPE--SO LONG AS OUR NATION'S CAPITAL IS THREATENED!

BUT--YOU'LL JUST BE RETURNING --TO YOUR DEATH!

THERE'S FAR MORE AT STAKE HERE THAN THE LIFE OF ONE MAN!

THEN, OUR ONLY HOPE IS--THAT THE SCIENTISTS OF SHIELD WILL FIND A WAY TO DEACTIVATE THE BOMB--BEFORE IT'S TOO LATE!

BUT HOW? HOW CAN THEY EVER DO IT--IN TIME TO SAVE YOU?

EVEN THE GALLANT *CAPTAIN AMERICA* HAS NOT THE WORDS--TO ANSWER THE GIRL HE LOVES! INSTEAD, THEY SWIFTLY PART--IN GRIM, ANGUISHED SILENCE--AND THEN, A SHORT TIME *LATER*--

OUR *RADAR* HAS PICKED UP A SMALL CRAFT, SLOWLY APPROACH-ING ON THE SURFACE!

IT MUST BE *HIM*-- IN ANSWER TO THE MASTER'S *COMMAND!*

LET US *SURFACE*, AND SEIZE OUR *PRISONER!*

I HAD A *FEELING* YOU JOES WOULD BE *WAITING* IN A MINI-SUB!

MAKE *NO* SUDDEN MOVE!

MERELY *CONTINUE* TO APPROACH OUR SHIP!

EVEN ONE SUCH AS *HE* CANNOT DEFY THE WISHES OF THE *RED SKULL!*

SO LONG AS YOU WEAR THE *NUCLEAR TAPE*, YOU DARE NOT *RESIST* US!

THE *MASTER* HAS WON-- AT *LAST!*

DON'T *BET* ON IT, SOLDIER!

BAH! YOUR FALSE *BRAVADO* CANNOT IMPRESS US *NOW!*

LOOK AT YOU--! HELPLESS TO DO *AUGHT* BUT OBEY OUR EVERY COMMAND!

THE GREAT *CAPTAIN AMERICA*-- NO MORE THAN A HAPLESS *TOOL!*

SPEAK YOUR PIECE AND HAVE *DONE* WITH IT!

SINCE TIME IMMEMORIAL--EVEN THE *JACKAL* CAN TAUNT THE LION!

--BUT HIS FOE STILL REMAINS-- THE *LION!*

LION?? HAH! YOU'LL BE LESS THAN A QUIVERING MASS OF JELLY-FISH WHEN THE MASTER IS DONE WITH YOU!

AND NOW--BE SILENT! WE ARE APPROACHING THE LAGOON OF EXILE ISLAND!

AT LAST! MY LONG-AWAITED MOMENT OF SUPREME TRIUMPH IS AT HAND!

THEY HAVE CAPTURED CAPTAIN AMERICA-- AND ARE BRINGING HIM TO ME!

THEN, SECONDS LATER--THE FATEFUL, DRAMATIC CONFRONTATION OCCURS--

LIBERTY-LOVING SWINE! YOUR ULTIMATE FATE IS ASSURED!

NOW, ALL THAT REMAINS IS TO DETERMINE THE MANNER IN WHICH YOU WILL DIE!

IF I CAN JUST GET MY HANDS ON HIM--BEFORE I'M GUNNED DOWN--!

NOW! THIS MAY BE THE ONLY CHANCE I'LL GET!

YOU BUMBLING FOOL! I EXPECTED YOU TO TRY THIS!

--WHICH IS WHY I WAS HOLDING MY ELETRONIC NEURO ROD!

UHHNNH!

THIS TIME THERE SHALL BE NO ESCAPE FOR YOU! THIS MOMENT BELONGS TO THE SKULL!

BUT, EVEN AS THE GLOATING ARCH-FIEND SPEAKS--

WHAT ARE WE *WAITING* FOR, COLONEL? WHY DON'T WE *DISARM* IT?

IT'S NOT THAT *EASY*, GIRL!

IT'S SET TO *BLOW* AT THE SLIGHTEST *TOUCH!*

THAT'S WHY THE SKULL'S MEN WERE WILLIN' TO HIDE IT IN SUCH AN *OBVIOUS* PLACE--!

THEY DIDN'T CARE IF WE FOUND IT OR *NOT!* THEY FIGGER WE CAN'T *DO* ANY-THIN' ABOUT IT *ANYHOW!*

I BETTER *CLOSE* THESE MAP PANELS UP AGAIN-- *SO* NOBODY *TOUCHES* THE BLASTED THING!

I ALREADY SENT FOR *TONY STARK* --AINT NOTHIN' WE CAN DO TILL *HE* GETS HERE!

BUT, IF THE BOMB ISN'T *DEACTIVATED*-- CAPTAIN AMERICA CAN'T REMOVE THAT *TAPE* FROM HIS NECK!!

THAT MEANS HE'LL BE *POWERLESS*-- *HELPLESS* AT THE HANDS OF THE *RED SKULL* AND HIS *KILLERS!*

TRY TELLIN' ME SOMETHIN' I *DON'T KNOW*, LADY!

BUT, *WE* HAVE DEMO EXPERTS! WHY MUST YOU WAIT FOR *TONY STARK?*

DO YOU THINK THE *SKULL* WOULD COOK UP A BOMB THAT *ANYONE* CAN DE-FUSE?

THIS JOB'LL TAKE THE BEST *WEAPONRY BRAIN* IN THE FREE WORLD!

BUT, WHAT IF HE DOESN'T *GET* HERE IN TIME--OR-- IF HE-- *FAILS??*

WE BETTER NOT EVEN *THINK* OF THAT, SHARON!

'CAUSE IF *STARK* CAN'T PULL THIS THING OFF--IT COULD BE *CURTAINS* --FOR *ALL* OF US!

AND, IF YOU THINK THINGS LOOK GLOOMY FOR OL' COL. FURY--LET'S GET BACK TO OUR CAPTURED AVENGER RIGHT NOW--

TO THE AMPI-CHAMBER WITH HIM!

MACH SCHNELL!

HAH! THE PAIN HAS WEAKENED HIM SO THAT HE IS NEARLY HELPLESS!

WHAT DOES IT MATTER?

HIS HOURS ARE NUMBERED ANYWAY!

HERE, GENTLEMEN--AS PROMISED--IS OUR LONG-SOUGHT-AFTER VICTIM--THE ESTIMABLE CAPTAIN AMERICA!

I HOPE YOU DID NOT WEAKEN HIM TOO MUCH!

DA! HE WILL NEED HIS STRENGTH--TO FACE EACH OF US IN TURN!

DO NOT CONCERN YOURSELVES! I NOW RELEASE THE PAIN BUTTON--AND HE RETURNS TO NORMAL!

GOOD! GOOD! THEN HE SHALL BATTLE ME FIRST!

WHAT? I'M EXPECTED TO PIT MY SKILL AGAINST AN AGED INVALID?!!

AMERICAN FOOL! YOU ARE IN FOR A GREAT SURPRISE!

THE CONTROL BUTTONS ON MY CHAIR GIVE ME A POWER FAR GREATER THAN YOURS!

CLICK!

NOT FOR *NOTHING* AM I KNOWN AS *CADAVUS, MONARCH OF THE MURDER CHAIR!*

LONG HAVE I *WAITED* FOR THE SKULL TO PROVIDE A *VICTIM* AS GRATIFYING AS *YOU!*

CAN'T KEEP MY *BALANCE!*

CHAIR'S *JET BLASTS*-- UPSETTING ME--!

DON'T BE *GREEDY*, CADAVUS!

THE *OTHERS* ARE AWAIT-ING THEIR TURN!

ENOUGH, CADAVUS! REMEMBER THE *REST* OF US!

I HAVE WAITED MORE THAN *TWO DECADES* FOR THIS OPPORTUNITY TO *HUMBLE* THE MASKED ONE!

HURRY, GRUNING-- *HURRY!* I, TOO, GROW *EAGER!*

HAH! SNARED HIM WITH MY FIRST ASSAULT!

MY SENSES ARE *DULL*--MY REFLEXES *SLOW!*

MUST BE THE EFFECT OF THE *NEURO ROD!*

BUT, HOW LONG--WILL IT *LAST??*

SO! YOU DID NOT SUSPECT THAT MY WHIP CONTAINS LETHAL ELECTRICAL CURRENT!

ONLY YOUR PROTECTIVE GLOVES HAVE SAVED YOU FROM STILL FAR GREATER SHOCK!

SPEAKING OF GLOVES, HERR GRUNING--

IT IS TIME FOR ME TO DIVEST MYSELF OF MY OWN!

FOR I WISH NOTHING TO COME BETWEEN MYSELF AND THE ACCURSED AVENGER WHOM I SO DESPISE!

YOU CANNOT DODGE MY IRON HAND MUCH LONGER!

SOONER OR LATER IT WILL FIND ITS MARK--AND CAPTAIN AMERICA WILL BE KAPUT!

MY STRENGTH-- RETURNING TO ME--AT LAST!

IRON HAND HAUPTMANN! THE BUTCHER OF BAVARIA!

YOUR METAL FIST HAS FOUND ITS MARK TOO OFTEN IN THE PAST!

NOW IF IT MUST STRIKE AGAIN--

WAS IST--??

--LET IT BE AGAINST GRUNING!

KRUSHKI CAN WAIT NO LONGER!

THE OTHERS MUST RELY ON ARTIFICIAL WEAPONS--BUT NOT I!

FOR I AM THE MOST POWERFUL WRESTLER OF ALL!

AHHH! YOU TOO ARE HIGHLY SKILLED IN TUMBLING!

BUT NO MAN CAN BE THE EQUAL OF KRUSHKI!

AND NOW-- BEFORE THE OTHERS CAN STOP ME--

IT IS I WHO WILL FINISH THE FAMOUS CAPTAIN AMERICA!

IT'S BEEN SAID BEFORE--AND TRIED BEFORE--

AND THE OTHERS ALL HAVE FAILED BEFORE--!

--EXACTLY THE SAME AS YOU!!

UP UNTIL *NOW* YOU HAVE BEEN BATTLING *AMATEURS!*

SO, IT IS TIME FOR YOU TO PIT YOUR PUNY SKILL AGAINST *BALOINI!*

IF YOU'RE SO *BOLD*, WHY HAVE YOU REMAINED IN *HIDING* ALL THESE YEARS, MURDERER?

WHAT MAKES *YOU* ANY BETTER THAN THESE *OTHER* COMMON WAR CRIMINALS?

MY DEADLY *SCARF*-- WHICH HAS NEVER FAILED ME *YET!*

HE'S *FASTER* THAN I THOUGHT!

HE FEINTED TO MY *FACE*-- THEN SNARED MY *WAIST!*

HOW *EASILY* I CAN *UPSET* YOU--

BY MERELY PULLING THE SCARF *BACK* TO ME--AND *SPINNING* YOU LIKE A *TOP!*

WHILE *ANOTHER* SUDDEN MOVE CAN MAKE YOU UNABLE TO *SEE* YOUR FOE!

SNAP!

IT IS ALMOST *TOO* EASY!

ALL THAT REMAINS IS TO TIE MY SCARF INTO *KNOTS*--

BUT REMEMBER --THE *FINAL* BLOW IS-- *MINE!*

MY *EYES!!* EVERYTHING *BLURRED*-- I CAN'T *SEE*--!

HURRY, BALDINI-- BEFORE HIS *VISION* RETURNS!

BALDINI HURRIES FOR *NO ONE!*

HE SHIFTED HIS *WEIGHT* TO ONE SIDE--MY BLOW MERELY *GRAZED* HIM!

AND *WORSE* THAN THAT-- FOR *YOU,* BALDINI--

I CAN *SEE* AGAIN!

AND, WHATEVER I CAN *SEE*--

I CAN *ATTACK!!*

NO! MY CHAIR! MY *CHAIR!*

NOW TO MOVE FASTER THAN EVER BEFORE--!

TO DO THE MAXIMUM DAMAGE BEFORE THE SKULL USES HIS NEURO ROD!

THIS HAS GONE ON LONG ENOUGH!

ONE SIMPLE BULLET WILL PUT AN END TO IT-- FOR-EVER!

NO, GENERAL CHING! MY WAY IS SIMPLER-- AND MORE REWARDING!

ONE FULL PUSH OF THIS PLUNGER--AND THE PAIN WILL CAUSE HIM TO RIP OFF THE NUCLEAR TAPE--

THEREBY ATOMIZING HIS OWN NATION'S CAPITAL CITY--AS HE SLUMPS TO THE FLOOR--FOR THE FINAL TIME!

IT--HAS NO EFFECT!! THAT CAN ONLY MEAN-- ONE THING--!

HE HELD US OFF TOO LONG! THEY MANAGED TO DE-FUSE THE BOMB IN TIME!!

THUS, WE MUST KILL HIM BY CONVEN-TIONAL MEANS!

BUT, BEFORE ANOTHER MOVE CAN BE MADE--

BLOOM

GUNFIRE-- FROM OUT-SIDE--SHAKING THE ENTIRE BUILDING!

IT MUST BE --AN ATTACK!

PLANES-- BOMBING THE ISLAND!

WITH THE BOMB DEACTIVATED--SHIELD HAS LAUNCHED AN OFFENSIVE!

IT'S HOPELESS! THERE ARE TOO MANY OF THEM!

TO THE ESCAPE BASIN--QUICKLY!
SO LONG AS WE GET AWAY UNSCATHED--WE CAN ATTACK AGAIN--WHEN THEY LEAST EXPECT IT!
WE SHOULD NOT HAVE TOYED WITH HIM SO LONG!
WE ALLOWED CAPTAIN AMERICA TO UPSET OUR OWN TIME-TABLE!
BUT HE WILL UPSET US NO MORE!
THIS ONE FINAL BLAST WILL--
NO!! NOT THAT ACCURSED SHIELD AGAIN!
SPANG!

JUDGING BY--THE WAY THEY FLED--FURY MUST BE INVADING--WITH EVERY MAN HE'S GOT!
BUT--WHERE DID THEY GO?? MAYBE I CAN--STILL GET THEM!

NO! I'M TOO LATE!
HE AND THE OTHERS MADE IT TO THEIR MINI-SUB PEN IN TIME!
THEY LEFT THEIR OWN MEN BEHIND--TO SUFFER THE CONSEQUENCES--
--WITHOUT GIVING THEM A SECOND THOUGHT!

BEACHHEAD SECURED!
OKAY--NOW LET'S MOVE, YOU HEROES!

IT FEELS FUNNY DOIN' THIS WITHOUT FURY HIMSELF LEADING US!
THIS AINT THE ONLY CAPER HE'S GOT TO HANDLE, SOLDIER!
HAS ANYONE SEEN CAPTAIN AMERICA?
I'VE GOT TO KNOW--IF HE'S STILL--ALIVE!

THERE HE IS!! STEVE! STEVE-- IT'S SHARON!! CAN YOU HEAR ME?

SHARON-- HERE?!!

THE NIGHTMARE IS OVER! THE BOMB IS DEFUSED! TONY STARK DID IT!

AND THE SKULL'S MEN ARE SURRENDERING IN DROVES!

NO WONDER! THEIR LEADERS RAN OUT ON THEM!

THIS HORRIBLE THING--CAN COME OFF AT LAST!

ONCE THE BOMB WAS DE-FUSED--THE ELECTRONIC CONTACT WAS BROKEN--SO IT'S INOPERATIVE NOW!

THE SKULL CAN CONTROL YOU--NO LONGER!

IT'S ALMOST MORE--THAN I DARED TO HOPE FOR!

THE SKULL IS BEATEN--AND YOU'RE SAFE!

BUT HE'S NOT FINISHED YET! HE MAY ATTACK AGAIN --AT ANY TIME!

CORPORAL-- OVER HERE!

LET ME HAVE THAT FLAG!

WE DEFEATED NAZISM, AND ALL IT STOOD FOR, MORE THAN 20 YEARS AGO!

AND HERE, ON THIS SITE-- WE DID IT AGAIN!

LET THIS BE OUR ANSWER TO THE SCOFFERS AND THE DOUBTERS--TO THOSE WHO THINK DEMOCRACY HAS LOST ITS RESOLVE!

WHEREVER THE DEADLY SPECTER OF TYRANNY LOOMS--

--THE SPIRIT OF FREE MEN-- PROUD AND UNITED--WILL DRIVE IT FROM OUR SHORES!

NEXT BATROC!

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

MARVEL COMICS GROUP

12¢ IND. | 105 SEPT

IN THE NAME OF BATROC!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

IN THE NAME OF BATROC!

ANOTHER MAGNIFICENTLY MERITORIOUS MARVEL MASTERWORK BY:
STAN (THE MAN) And JACK (KING)
LEE KIRBY

DAN ADKINS·EMBELLISHER
SAM ROSEN·LETTERER
BATROC'S BRIGADE·TROUBLE-MAKERS

IF THERE'S A *BETTER* WAY TO START THIS YARN THAN WITH A WORLD WAR TWO BATTLE SCENE, WE *APOLOGIZE!* WE JUST COULDN'T *THINK* OF IT!

NO! YOUR EYES DO *NOT* DECEIVE YOU! THAT'S *BUCKY BARNES* RUNNING TOWARDS US... AS HE WAS, *TWO DECADES AGO!*

And now, let's MOVE...!

WE'LL ADMIT THIS DOESN'T HAVE MUCH TO DO WITH THE STIRRING SAGA THAT *FOLLOWS*, BUT WE JUST COULDN'T RESIST GIVING JOLLY JACK A CHANCE TO LET HIMSELF *GO* ON THIS SIZZLING SCENE...

...AND WE KINDA SUSPECT THAT NO TRUE BELIEVER AMONGST YOU IS GONNA *COMPLAIN!*

BUT, IF YOU'VE BEEN WONDERING HOW ANY OF THIS IS RELATED TO THE PRESENT-DAY THRILLER WHICH AWAITS YOU, 'TWILL ALL BE *REVEALED* ON THE NEXT PAGE, O PATIENT ONE--!

WASN'T I *RIGHT*, ROGERS?

THESE OFFICIAL *COMBAT FILMS* FROM WORLD WAR TWO WILL MAKE THE GREATEST *TV SPECTACULAR* EVER PRESENTED!

AND, IF *YOU'LL* AGREE TO ACT AS *NARRATOR*, IT JUST CAN'T *MISS!*

I *STILL* CAN'T BELIEVE THAT BUCKY IS *DEAD*... EVEN AFTER ALL THESE YEARS!

PERHAPS IT'S BECAUSE MY MIND REFUSES TO ACCEPT THE FACT... THAT MY OWN *CARE-LESSNESS* WAS TO BLAME!

HAD I BEEN MORE *ALERT* ...HAD I ACTED *FASTER*... I MIGHT HAVE *SAVED* HIM!

CAN'T YOU SEE THE ADS *NOW?*

NARRATED *LIVE*... BY THE *REAL* CAPTAIN AMERICA!

HE *BEGGED* ME TO LET HIM BE MY PARTNER... AND I *AGREED!* I SHOULD HAVE... KNOWN *BETTER!*

MY LIFE WAS TOO *DANGEROUS!* I LIVED... AND *STILL* LIVE... WITH *DEATH* DOGGING MY HEELS AT EVERY *SECOND!*

I HAD *NO RIGHT* TO ASK HIM TO SHARE THE HAZARDS!

I'VE NO RIGHT... *EVER* TO ASK ANY-ONE... TO SHARE THE *RISKS* I MUST TAKE!

YOU WERE A GREAT *TEAM*, ROGERS! TOO BAD THE *KID* DIDN'T MAKE IT!

HE'D HAVE GONE OVER *GREAT* WITH THE TEENY-BOPPERS!

AND NOW, THERE'S *SHARON CARTER*... *SHARON*, THE GIRL I *LOVE!*

WE'VE SPOKEN OF *MARRIAGE!* WE'VE DARED TO *DREAM*... TO *HOPE!*

BUT, I REALIZE *NOW*... IT CAN *NEVER* BE!

IF MY ENEMIES EVER STRIKE AT ME... THRU *HER*...!

NO! I CAN'T EVEN BEAR TO *THINK* OF IT!

ROGERS! *WAIT!* WHAT ABOUT THE *SHOW?*

WHAT'S YOUR *ANSWER??* ROGERS!

I WAS SUPPOSED TO *MEET* HER NOW!

BUT, I *CAN'T!* I *MUSTN'T!* I'VE GOT TO *GET OUT OF HER LIFE*--- FOREVER!

I'VE GOT TO FIND A *MISSION*---*DANGER*--*ANYTHING*---ANYTHING TO HELP ME *FORGET!*

AND, AS THE HEARTSICK *AVENGER* LOSES HIMSELF IN THE TEEMING CROWD---

SWORDSMAN! EET EES TIME TO..*ZOT ALORS!*

WHAT EES *ZIS?*

BE WITH YOU IN A *MINUTE*, BATROC!

...AS SOON AS I SHOW MY MULTI-POWERED *OPPONENT* WHO IS TRULY THE *MASTER* OF THE BLADE!

KTLANN GG!

WATCH YOURSELF, BATROC!

HE HAS A *COMPUTER* FOR A BRAIN---AND *FOUR ARMS* TO STRIKE OUT WITH!

BUT THEY'RE NOT *ENOUGH* TO HOLD THE *SWORDSMAN* AT BAY!

MON DIEU! YOU ARE A *MADMAN!*

HAH! *NO* INHUMAN ROBOT CAN STRIKE FASTER THAN *BATROC, THE LEAPER!*

NO NEED FOR ALARM, BATROC!

I HAVE PIERCED HIS *DEACTIVATE COIL!* THE SESSION IS *ENDED* FOR NOW!

BATROC IS *PLEASED* THAT YOU *PRACTICE* WITH SUCH GREAT *VIGOR!*

SOON YOU WILL HAVE *NEED* FOR ZEE GREATEST OF *SKILL!*

SOUNDS LIKE YOU'VE GOT A *JOB* LINED UP FOR US, LEAPER! AND IT'S ABOUT *TIME!*

WE HAVE KNOWN *DEFEAT* IN ZEE PAST! IT WAS NECESSAIRE TO *PRACTICE*... TO GAIN NEW *POWER!*

BUT *NOW*... WE ARE *READY!*

SO, EET EES TIME TO SUMMON... ZEE *LIVING LASER!*

ZZAK 5

NO NEED TO *SUMMON* ME, GENTLE-MEN!

THE *LASER* IS NEVER FAR AWAY!

I *TOLD* YOU HE WAS TOO *DANGEROUS!*

HE FORGETS HIS OWN *POWER!*

ZAT EES PRECISELY WHY HE EES *NEEDED!*

I WAS JUST TESTING YOUR *NERVE*, MY FRIENDS!

IF WE ARE TO BE *PARTNERS*, YOU MUST BOTH BE *WORTHY!*

THE *LIVING LASER* CHOOSES HIS COMPANIONS WITH THE GREATEST *CARE!*

SILENCE, INSOLENT ONE! EET WAS *BATROC* WHO DID ZEE CHOOSING... *BATROC* WHO FOUND *YOU*... AND ZEE *SWORDSMAN!*

AND IT EES *BATROC* WHO IS ZEE *LEADER!*

IF ANY *DISPUTE* ZIS, LET THEM CHALLENGE ME *NOW!*

MY *BLADE* IS READY!

RELAX, FRENCHY! JUST KEEP *TALKING!*

THERE EES A *WEAPON* HIDDEN IN ZIS CITY... FOR WHICH A CERTAIN *NATION* WILL PAY A *MILLION DOLLAIRES!*

IT EES UP TO *US* TO *FIND* IT... BEFORE IT IS SEIZED BY ZEE *AMERICANS!*

NOW YOU'RE TALKING *OUR* LANGUAGE!

MINUTES LATER, IN A SECRET *BRIEFING ROOM*...

THIS IS THE *WEAPON* WHICH INTELLIGENCE SAYS AN ENEMY *SPY* HAS BROUGHT INTO THE CITY!

EVEN *NOW*, THERE ARE *OTHER* ENEMY AGENTS WHO WILL STOP AT *NOTHING* TO GET THEIR HANDS ON IT *BEFORE* US!

IT MUST BE *FOUND*... AND FOUND *QUICKLY!*

CUTAWAY VIEW OF ENEMY SEISMO-BOMB

YOU SAY THE AGENT WHO *BROUGHT* IT HERE WAS CAPTURED BY *SHIELD*... BUT DIED BEFORE HE COULD BE MADE TO *TALK?*

THAT'S *RIGHT*, MISTER! WE LEARNED OF THE *BOMB* FROM SOME SECRET *ORDERS* THAT WERE FOUND IN HIS *POCKET!*

BUT WE *DON'T* KNOW WHERE IT'S BEEN *HIDDEN!*

IF IT SHOULD FALL INTO *ENEMY HANDS*, THERE'S NO TELLING *WHAT* MAY HAPPEN!

WELL, I *ASKED* FOR AN ASSIGNMENT ...AND IT SEEMS THAT I DREW A *BEAUT!*

THEN YOU'LL *DO* IT, CAP!

YOU *KNOW* IT, SENATOR!

THE SEISMO-BOMB CAN CAUSE A SHOCK WAVE THAT COULD DEMOLISH THE ENTIRE CITY!

IT'S CHARGING UP AT THIS VERY MOMENT! FIRST, THERE WILL BE THREE SMALL SHOCKS... AND THEN... THE BIG ONE!

AND THE ONLY LEAD YOU HAVE IS THE LOCATION WHERE THE SPY WAS CAPTURED!

I'LL HEAD FOR THE SPOT IMMEDIATELY!

REMEMBER, OTHERS SAW HIS CAPTURE! YOU MIGHT ENCOUNTER ...ANYTHING!

WITH A MENACE LIKE THAT IN THE CITY--EVERY SECOND COUNTS!

AND, EVEN IF I FIND IT...

...IT COULD MEAN MY LIFE, TRYING TO DE-FUSE IT!

BUT IT'S A CHANCE I HAVE TO TAKE!

ON THE ROOF BELOW... THREE FIGURES!

BATROC! I'D KNOW HIM ANYWHERE! AND THE OTHERS ARE...!

THEY'RE TURNING! THEY HEAR ME!

CAPTAIN AMERICA!

HE'S FOUND US!

THE SWORDSMAN... ABOUT TO SLASH THE LINE!

I'VE GOT TO JUMP FOR IT..!

SACRE NOM!! AM I NEVAIRE TO BE FREE OF ZEE SHIELD-CARRYING AVENGER??

NOT IF I CAN HELP IT, LEAPER!

AND, JUST BETWEEN US...

I CAN HELP IT!

ZA SK!

BUT ZIS TIME, YOU DO NOT ESCAPE ALIVE!

YOU TWO KEEP SEARCHING! MY BLADE WILL DELAY HIM LONG ENOUGH FOR YOU TO FIND THE BOMB!

DELAY HIM LONGER THAN ZAT!

DELAY HIM... FOREVAIRE!

LISTEN, YOU FOOL! IF THAT BOMB GOES OFF, IT'LL MEAN YOUR DEATH AS WELL!

YOU DON'T SCARE ME, AVENGER!

BATROC WILL FIND IT IN TIME!

DON'T COUNT ON IT, SWORDS-MAN!

FAR AS I'M CONCERNED... YOUR TIME HAS JUST RUN OUT!

A SECOND MORE AND HE'D HAVE HAD ME!

HAVEN'T YOU LEARNED YOUR LESSON *YET*, MASKED MAN?

LESSON? WHAT LESSON?

LANDING THE *FIRST* BLOW MEANS NOTHING... WHEN YOU FIGHT THE *SWORDS-MAN!*

THIS IS WHERE IT PAYS OFF!

UHHH! HE *TRIPPED* ME!

YOU'RE *GOOD*, AVENGER... BUT *NOBODY* IS UN-BEATABLE!

...ESPECIALLY *YOU!*

AND, IF YOU HAPPEN TO *DOUBT* ME..!

KYK!

*STAWWZZZ

TOO BAD MY ATTACK SO *WEAKENED* YOU THAT YOUR NATURAL *AGILITY* CANNOT MATCH MY *OWN!*

OR, HAVE YOU *FORGOTTEN* THAT I, *TOO*, CAN DODGE AND DART LIKE A *MASTER?*

MY *SHIELD!* I'VE GOT TO REACH MY *SHIELD!*

NICE *TRY*, CAPTAIN AMERICA!

BUT NOTHING *HUMAN* CAN OUTMANEUVER THE SWORDSMAN'S *FORCE RAY!*

OR, HAVE YOU ALREADY *NOTICED?*

BLAM!

AND *NOW*... WHILE YOU'RE TOTALLY *OFF-BALANCE..!*

LIE THERE, AVENGER!

THE TIME HAS COME FOR THE *FINAL THRUST..!*

I *TOLD* YOU TO LIE THERE!

NO ONE CAN RISE AGAINST A TORRENT OF *FLYING BRICKS!*

IT IS ALMOST TOO EASY!

I THOUGHT YOU'D PUT UP A BETTER FIGHT!

SORRY TO DIS-APPOINT YOU, FELLA--!

WHAT?!! YOU CAN STILL SPEAK?!

I CAN DO MORE THAN JUST SPEAK...!

LOTS MORE!

FOR ALL YOUR BOASTING, YOU'VE STILL NEVER LEARNED WHEN A FOE IS BEATEN... OR WHEN HE'S JUST GETTING HIS SECOND WIND!

AND IT'S ONE LESSON YOU CAN ONLY LEARN...THE HARD WAY!

WHAT KIND OF MAN ARE YOU... TO SIDE WITH THE ENEMIES OF YOUR OWN COUNTRY?

DOES FREEDOM MEAN SO LITTLE, THAT... WAIT!!

THE ROOF-TOP!! IT'S STARTING TO QUIVER!

THE SEISMO-BOMB!!

IT'S THE FIRST SHOCK WAVE!

ONLY TWO MORE TO GO...

BEFORE IT EXPLODES!

AND, AT THAT VERY SECOND ---!

BATROC!! WE HAVEN'T MUCH LONGER!

WE'VE GOT TO FIND THE BOMB!

DO NOT PANIC, MON AMI!

WE MUST KEEP SEARCHING! WE SHALL NOT FAIL!

YOU CAN'T QUIET ME WITH YOUR CORNY SLOGANS!

WHAT HAPPENS IT WE DON'T FIND THE BOMB IN TIME?

IT EES NOT A MOST PLEASANT THOUGHT, MON VIEUX!

I FEAR WE SHALL ALL DISCOVAIRE ZAT WE ARE VERRRY VERRRY DEAD!

AND NOW, WE HAVE SPOKEN ENOUGH, N'EST-CE-PAS?

NOT YET, BATROC!

CAPTAIN AMERICA INTENDS TO HAVE THE LAST WORD!

SOK

SACRE-BLEU!! HE STILL LIVES!

BLIN!

BUT NO SPINNING SHIELD CAN TOPPLE ZEE GREATEST LEAPER OF ZEM ALL!

YOU WOULD HAVE BEEN WISER TO FLEE --- WHILE YOU HAD ZEE CHANCE!

BUT NOW... FOR YOU IT EES TOO LATE!

IT'S *NEVER* TOO LATE... WHEN HUMAN *LIVES* ARE AT STAKE!

LASER!! MOVE *QUICKLY*, MON AMI!

WE CAN'T *ALL* BE LEAPERS, BATROC!

QUEL DOMAGE! YOU WERE *TOO SLOW!*

BUT, WHAT DOES IT *MATTER?*

NO SHIELD-CARRYING FOOL CAN STAND A *CHANCE* AGAINST THE *LIVING LASER!*

HIS *LASER BEAM* IS THE *DEADLIEST* OF WEAPONS!

BUT I *MUST* DEFEAT IT!

YOU GET THE BOMB, FRENCHY!

I'LL MAKE HIM CRY *UNCLE*...AND *MEAN* IT...BEFORE I POLISH HIM OFF!

I'LL TOY WITH THIS OVER-RATED *AVENGER* FOR A WHILE!

THAT *SHIELD* CAN'T HELP YOU *NOW*, MISTER!

NOT WITH A LASER-INDUCED *HEAT BARRIER* THROWN AROUND IT!

HE FIRES THOSE *LASER RAYS* FROM EITHER *WRIST BAND*...

MY ONLY CHANCE IS TO *SMASH* THEM... BUT *HOW? HOW??*

SHOOSH!

IF I CAN JUST THROW HIM OFF-GUARD...

I'LL TRY TO DRAW HIM CLOSER AND CLOSER TO ME!

THIS RUSTED RAILING WILL GIVE HIM SOMETHING TO WASTE HIS POWERS ON..!

SKRAK!

HAH! YOU'RE BEGINNING TO PANIC...JUST AS I KNEW YOU WOULD!

DID YOU THINK SOME PIECES OF MOLDY METAL WOULD BE ABLE TO STOP ME?!!

YES! BUT NOT THE WAY YOU IMAGINE!

HE'S PLAYING WITH ME LIKE A CAT PLAYS WITH A MOUSE!

HE'S KEEPING ME ON THE MOVE...AND ENJOYING EVERY SECOND OF IT!

ZZZZZZZZ

AND THAT'S JUST THE WAY I WANT IT!

THE MORE I MOVE..THE CLOSER TO HIM I GET!

NOW HE'S EDGING RIGHT UP TO ME!

HE'S CONFIDENTLY MOVING IN...FOR THE KILL!

SAY YOUR PRAYERS, MASKED MAN!

HERE'S WHERE YOU GET IT...WITH BOTH BARRELS!

IT'S NOW OR NEVER..!

WHOOPF!

EVEN AN UNARMED TARGET CAN STILL FIGHT BACK!

THERE'S ONE WRIST BAND THAT'LL NEVER SHOOT ANOTHER RAY!

AND THERE'S THE SECOND!

WITHOUT THEM, YOU'RE JUST ANOTHER MAN IN A MASK!

NOW, IF I CAN JUST... WHA..??

THE SECOND SEISMO-SHOCK!!

LASER...LISTEN TO ME! WHERE'S BATROC! I'VE GOT TO REACH THAT BOMB!

OKAY, SO YOU BEAT ME...FOR NOW!

I STILL DON'T RAT ON MY PARTNERS!

IT'S MORE THAN A QUESTION OF LOYALTY! IT MEANS SURVIVAL!

IF I DON'T STOP HIM IN TIME, THAT BOMB WILL DESTROY THE CITY! AND THAT MEANS ALL OF US!

YOU... REALLY MEAN IT! THAT'S WHY YOU FOUGHT THAT WAY!

OF COURSE I MEAN IT! NOW TALK, MAN... TALK!

OKAY... OKAY, I'LL TELL YOU..!

THE WAREHOUSE...AROUND THE CORNER! THERE'S A MANHOLE AT THE SOUTH SIDE...

I'D GET THAT BOMB... EVEN IF THERE WERE A DOZEN BATROCS!

BUT, YOU'VE BEEN BATTLING... YOU'RE TIRED! BATROC'S STILL FRESH..!

I DARE NOT FAIL!

AT THAT MOMENT, A SCANT HUNDRED YARDS AWAY...

ZIS IS ZEE PLACE!

ZEE MANHOLE COVAIRE IS JUST A LEAP AWAY!

IMPERIAL STORAGE CO. INC.

EVERY-ONE LEFT EARLY BECAUSE OF THOSE MYSTERIOUS SHOCK WAVES!

I WAS HIRED TO GUARD THIS PLACE.. AND THAT'S WHAT I'M DOING!

WHAT ABOUT YOU, JOE?

BUT NOT FOR LONG, MON PETIT!

BATROC MUST 'AVE NO INTERFERENCE FROM NOW ON!

AND NOW...FOR ZEE BOMB!

ONCE AGAIN, ZEE MIGHTY BATROC IS TRIUMPHANT!

HOLD IT! DON'T GO NEAR THAT MANHOLE!

NOM D'UN NOM! IT IS TRES FORMIDABLE! YOU 'AVE SURVIVED ZEE LASER'S ATTACK!

BUT, NOT EVEN YOU 'AVE ZEE POWAIRE TO RESIST BATROC!

THOOM!

WAIT! LISTEN TO ME, YOU FOOL..! STOP!

OUI! BATROC WILL STOP!

AFTER I 'AVE BEATEN YOU!

DON'T YOU SEE?..THIS IS BIGGER THAN A GRUDGE FIGHT!

I'M TRYING TO WARN YOU...!

MERCI BIEN! ZAT IS MOS' KIND OF YOU!

BUT NOW I SHOW YOU WHAT BATROC THINKS OF YOUR WARNING..!

I SHOULD HAVE KNOWN YOU WOULDN'T LISTEN TO REASON!

THERE'S ONLY ONE WAY TO DEAL WITH THE THE LIKES OF YOU..!

AND THIS IS IT!

HAH! NOW ZEE ARROGANT AMERICAN SHOWS HIS TRUE COLAIRES!

WELL, BATROC, TOO, KNOWS HOW TO DEAL WIZ CAPTAINE AMERICA!

NOT FOR NOZZING AM I ZEE WORLD'S GREATEST LEAPAIRE!

THOK!

ALL RIGHT, STRONG MAN! IF THAT'S THE WAY YOU WANT IT... I'M THRU TALKING!

THERE'S ONLY ONE LANGUAGE THAT YOU CAN UNDERSTAND...!

AND I CAN SPEAK IT AS WELL AS ANY MAN ALIVE!

BIEN! BUT HOW MUCH LONGAIRE WILL YOU BE ALIVE?

LONG ENOUGH...TO DO WHAT MUST BE DONE!

BUT THEN...

BXOOM!

THAT WAS THE THIRD SHOCK!

OUR TIME HAS NEARLY RUN OUT!

WITHIN A MATTER OF SECONDS.. THE ENTIRE CITY WILL BE A MASS OF RUBBLE!

IF YOU WERE AWARE OF ZAT...WHY DID YOU NOT SPEAK?

YOU GRANITE-SKULLED, GALLIC GORILLA... WHAT DO YOU THINK I'VE BEEN TRYING TO DO?!

AFTER THE THIRD SHOCK WAVE ...THE BOMB IS FULLY-TRIGGERED!

WE MAY ALREADY BE TOO LATE TO STOP IT!

NOW OUT OF MY WAY, MISTER!

I'M GONNA TRY TO REACH IT... AND DE-FUSE IT...OR DIE TRYING!

DIE! ZAT IS A MOST UNPLEASANT WORD!

AND, IF YOU FAIL ...EVEN BATROC WILL BE AMONG ZEE VICTIMS!

ZEE BOMB IS YOURS, MON AMI!

MY SO-GREAT SPEED WILL TAKE ME TO SAFETY...WHILE YOU STUPIDLY RISK YOUR LIFE FOR ZEE UNDESERV-ING MASSES!

THERE WAS ANOTHER WHO GAVE HIS LIFE FOR THE MASSES..MANY CENTURIES AGO...

AND THOUGH HE WAS THE WISEST ONE OF ALL...

HE NEVER THOUGHT OF THE HUMBLEST LIVING BEING...AS UNDESERVING!

THE BOMB! I'VE FOUND IT!

THERE...RIGHT AT THE TOP...THE EMERGENCY DESTRUCT BUTTON!

NOW, THERE'S ONLY ONE QUESTION WHICH MUST BE ANSWERED...

HOW MUCH TIME STILL REMAINS?

CAN I PRESS THE BUTTON... BEFORE DETONATION??

I DID IT!

IT RELEASED A BURST OF ACID GAS...EATING AWAY THE ENTIRE MECHANISM!

THE CITY IS SAFE!

CLICK!

ZZZZZZZZ

BUT, I STILL CANNOT REST!

I MUST FIGHT ON-- UNTIL-- THE END!

NEXT: CAP GOES WILD!

TM

MARVEL COMICS GROUP

12¢ IND.

106 OCT

CAPTAIN AMERICA

APPROVED BY THE COMICS CODE AUTHORITY

TM

CAP GOES WILD!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

CAP GOES WILD!

LET'S START OFF WITH THE ACTION THIS TIME! WE'LL TRY TO FIGURE OUT WHAT'S HAPPENING AS WE KEEP DODGING THE BLOWS..!

COSTUMED INVADERS... ATTACKING A LOCAL SHIELD HQ BUILDING!

NOT IF I CAN HELP IT!

STAN LEE ... A JACK KIRBY

BLOCKBUSTING BOMBSHELL!

INKED BY: FRANK GIACOIA

LETTERED BY: SAM ROSEN

ONE MAN... RUNNING OFF WITH A STRONG BOX!

SLAY HIM! THE CONTENTS OF THIS BOX MUST REACH THEIR GOAL!

WE SHALL NOT FAIL!

THEY'RE SOME SORT OF ORIENTAL COMMANDOS!

BUT HOW DID THEY GET HERE?

OH NO YOU DON'T, MISTER!

SORRY WE DON'T HAVE TIME TO REASON TOGETHER...

BUT I'M AIMING TO GET THAT STRONG BOX BACK!

AND, IF I HAVE TO DO IT THE HARD WAY...

THAT'S OKAY WITH ME!

ZZZZZ

UP IN THE SKY... OVER-HEAD..WHAT'S THAT BUZZING?? GETTING LOUDER..!

A MAGNETIC GRAPPLE... SUSPENDED FROM A HELICOPTER!

HE'S THROWING THE BOX AT IT..!

NO!

YOU'RE TOO LATE! I DID IT!

NOW OPERATION REPLICA CANNOT FAIL!

OPERATION REPLICA?!!

OUR MISSION HAS BEEN MOST EMINENTLY SUCCESSFUL!

WE HAVE CAPTURED SHIELD'S LMD FILE!

THE SECRET OF THEIR LIFE MODEL DECOY PROCESS IS THE ONE MISSING LINK WE NEEDED!

NOW, FOLD BACK THE ROTOR BLADES AND ACTIVATE ALL JETS!

WE SHALL REACH OUR DESTINATION IN A MATTER OF MINUTES!

THEN, OPERATION REPLICA WILL BECOME A DEADLY REALITY!

GOOD WORK, CAP! NOT A ONE OF THEM GOT AWAY!

NO... THE HIRELINGS ARE STILL HERE... BUT THEY GOT WHAT THEY WERE AFTER!

THEY MUST HAVE BEEN LANDED IN THAT SAME WHIRLYBIRD!

IT'S A CINCH THEY DIDN'T STROLL AROUND THE STREETS IN THOSE GET-UPS!

THAT'S IT, FELLA... STAND NICE AND QUIET-LIKE!

WE'LL LEARN WHO THEY ARE SOONER OR LATER!

HOP IN, AVENGER! I'M ONE OF FURY'S FANATICS!

THE COLONEL TAGGED ME TO BE YOUR FAIRY GOD-MOTHER FOR TODAY!

WHEN I NEED A KEEPER I'LL LET YOU KNOW!

GET THE CHIP OFF YOUR SHOULDER, SON.. I'M ON YOUR SIDE! HERE'S MY I.D.!

WHAT WAS IN THAT STRONG BOX THE REDS MADE OFF WITH?

I KINDA THOUGHT YOU'D ASK!

IT HELD THE NEWEST FORMULAE FOR OUR LMD RESEARCH!

PRETTY CARELESS OF YOU LETTING THEM GET IT, I'D SAY!

WELL, YOU CAN'T HIT A HOMER EVERY TIME AT BAT!

BUT WE MANAGE TO WIN A FEW OURSELVES!

HOW COME YOU'RE USING THE SERVICE ENTRANCE TO YOUR HOTEL, CAP?

HOW'D YOU LIKE TO WALK THRU A MAIN LOBBY...IN COSTUME?

WITH SHOULDERS LIKE YOURS, I WOULDN'T CARE WHERE I WALKED!

LOOK, MISTER... I'VE GOT *THINGS* TO DO! IF YOU'VE ANYTHING ON YOUR MIND, *SPILL IT*...AND THEN TAKE OFF!

SORRY, CAP! FURY WANTS ME TO *SHOW* YOU SOMETHING... AND IT'S GONNA *TAKE* A WHILE!

BUT IF YOU WANNA PHONE SOME *CHICK*, GO AHEAD! I'M IN NO HURRY!

NO... I GUESS I'M BETTER OFF...*NOT* CALLING HER!

YOU MEAN *SHARON CARTER*, EH?

FORGET IT! THE LESS I SAY... THE LESS I *THINK* ABOUT HER... THE BETTER!

I KNOW HOW IT *IS*, FELLA! I HADDA GIVE UP *MY* GIRL WHEN I BECAME AN AGENT, TOO!

SKIP THE SERMON! I'M WAITING TO TAKE A *SHOWER!*

YOU CAN DO THAT, *LATER!*

THIS WON'T TAKE LONG!

WHAT WON'T TAKE LONG? I'M NOT IN THE MOOD FOR *MYSTERIES*, HEAR?

I *KNOW* IT, SON---AND I'M NOT TRYING TO BUG YOU---HONEST!

THEN GET TO THE *POINT*, MAN!

LOOK, SIT DOWN AND *RELAX!* WHAT YOU'RE ABOUT TO LEARN MAY COME AS A *SHOCK*...!

IS IT...ABOUT *SHARON?* IS ANYTHING *WRONG??*

NO, IT'S NOTHING LIKE *THAT!*

I JUST HAVE A LITTLE *FILM* TO SHOW YOU!

A *FILM?* THEN GO AHEAD... HAVE YOUR FUN!

IF FURY'S AGENTS HAVE NOTHING *BETTER* TO DO THAN GO AROUND SHOWING *HOME MOVIES*---!

THESE ARE HARDLY "HOME MOVIES", CAP!

THEY WERE PRODUCED BY A LARGE *STUDIO*, ON THE WEST COAST!

BUT I'LL LET YOU SEE FOR *YOUR-SELF*...!

THIS WINDOW SHADE WILL MAKE A PERFECT *SCREEN!*

NOW *REMEMBER*, WHAT YOU'RE ABOUT TO SEE WILL COME AS A *SURPRISE* TO YOU--!

OKAY, OKAY! YOU'RE BEGINNING TO *REACH* ME!

IT'S JUST AN ORDINARY *DOCUMENTARY FILM*...ABOUT WORLD WAR TWO!

SAY! IT EVEN HAS SOME OLD CLIPS OF *BUCKY*... AND *MYSELF!*

BUT THERE'S NOTHING OUT OF THE ORDINARY ABOUT *THIS!*

JUST KEEP *WATCHING*, CAP!

WHAT'S *THAT?* A SCENE SHOWING ME WITH A HELPLESS ENEMY *PRISONER!*

I'M TAKING MY *RIFLE*... AND *AIMING* IT AT HIM!

I'M *FIRING!* I-I'VE *HIT* HIM!

IT LOOKS LIKE I'VE *SHOT* HIM IN *COLD BLOOD!*

BUT, *IT NEVER HAPPENED!* THOSE ARE *PHONY PICTURES!*

SOMEONE'S TRYING TO MAKE ME LOOK LIKE A SAVAGE *KILLER!*

WHO'S *BEHIND* IT? WHO *FAKED* THOSE PICTURES?

WE'RE NOT *SURE!* WE HAVEN'T BEEN ABLE TO TRACE THEM TO THE *SOURCE!*

FURY THOUGHT *YOU'D* WANT THAT JOB!

YOU BET YOUR LITTLE TIN *BADGE* I DO!

WE CAN GIVE YOU THE NAME OF THE STUDIO THAT'S *DISTRIBUTING* THE FILMS!

WITH THAT AS A *STARTING POINT*, PERHAPS YOU CAN LEARN WHO *PRODUCED* THEM--AND *WHY!*

MISTER, BOOK ME ON THE NEXT FLIGHT TO *HOLLYWOOD!*

AND I MEAN *NOW!*

BUT OUR SUSPENSEFUL SAGA DOES *NOT*, ALAS, CONCERN ITSELF WITH PERSONAGES LIKE *RAQUEL WELCH*, OR *STELLA STEVENS!* IT'S EVEN UNLIKELY THAT WE'LL RUN INTO *DORIS DAY*, OR *ROCK HUDSON!* INSTEAD, WE NOW TURN OUR ATTENTION TO... OF ALL PLACES... THE *FAR EAST*... WHERE WE FIND...

WE ARE AT LAST READY TO UNDERTAKE... *OPERATION REPLICA!*

LET THE PROCEEDINGS *BEGIN...!*

SLOWLY, DRAMATICALLY, A GIANT LEAD-LINED *TUBE*, CONTAINING VITAL COMPONENTS AS DESCRIBED IN THE STOLEN *SHIELD* FILE, IS POSITIONED FOR IMMEDIATE ACTIVATION...

CAREFUL! THE CHAIRMAN WILL TOLERATE NOTHING LESS THAN COMPLETE *SUCCESS!*

SECONDS LATER, THE HEAVILY-GUARDED, HIDDEN LAB BUILDING, LOCATED DEEP WITHIN THE LONELY, NORTHERN PROVINCES, BEGINS TO *BLAZE*... WITH AN EERIE *LIGHT* THAT ILLUMINATES THE EVENING SKIES FOR MILES AROUND--!

WHAT NOW *TRANSPIRES* WITHIN YONDER WALLS?

IT IS NOT FOR THE UN-WORTHY LIKES OF *US* TO QUESTION SUCH MATTERS!

BUT, IF THE BAFFLED GUARDS *COULD* PEER INTO THE INCREDIBLE CHAMBER WITHIN...IT IS JUST BARELY POSSIBLE THAT THEY WOULD *REMAIN* AS MYSTIFIED AS EVER!

FOR, HOW COULD THEIR SIMPLE, UNTUTORED MINDS EVEN HOPE TO COMPREHEND THE WONDROUS CREATION OF A ROBOTIC *LIFE MODEL DECOY*...

WE HAVE *DONE* IT!

HE IS A *PERFECT REPLICA* OF THE ACCURSED *CAPTAIN AMERICA!*

HRRRRRRRRR

THE *CHAIRMAN* WILL REWARD US MOST *HANDSOMELY* FOR THIS DAY'S WORK!

ENOUGH! ALL POWER CIRCUITS ...*OFF!*

AMAZING! WE HAVE TRULY IMPROVED UPON THE ORIGINAL!

HE IS SMARTER...FASTER... STRONGER THAN THE ONE HE IS PROGRAMMED TO DESTROY!

LOWER HIM INTO THE SHIPPING CASE!

HE REPRESENTS THE WORK OF MANY LONG, HARD MONTHS!

BUT HE SHALL PROVE TO BE MORE THAN WORTH THE TOIL!

OUR JOB IS COMPLETED, COMRADE SUPERVISOR!

ALL HE NOW LACKS IS THE PROPER COSTUME!

AH, SO!

THE COSTUME SHALL BE OBTAINED FROM CAPTAIN AMERICA HIMSELF...

...IMMEDIATELY AFTER OUR SO-CLEVER REPLICA HAS SLAIN HIM!

WHAT THE COMRADE SUPERVISOR SAYS SHALL SURELY COME TO PASS!

NOW COMPLETE THE SHIPMENT!

HE WILL ARRIVE ON AMERICA'S WEST COAST, BY MORNING!

AND THEN, THE FIRST "PERFORM-ANCE" WILL BEGIN!

A SHORT TIME LATER, ON THE SET OF *INFINITY PRODUCTIONS*, IN THE MOTION PICTURE CAPITAL OF THE WORLD...

WHERE DID A SMALL-TIME STUDIO LIKE *INFINITY* EVER GET THE DOUGH FOR A MOVIE LIKE *THIS?*

WHO *CARES?* ..'LONG AS THEY KEEP PAYING OUR *SALARIES!*

WELL, WILLIE.. DIDN'T I *TELL* YOU US LUCAS BROTHERS WOULD ONE DAY BE DOING A BIG-BUDGET SCI-FIX EPIC?

SURE, CYRIL... BUT IS IT WORTH THE *PRICE* WE'VE GOT TO PAY?

PIPE DOWN, WILLIE! IT'S NOBODY'S BUSINESS *WHAT* KIND OF DEAL WE HAD TO MAKE WITH OUR *BACKERS!*

BUT, I NEVER THOUGHT... WE'D GET TIED UP WITH ANYONE LIKE... *THEM!*

YOU KNOW WHO THEY ARE, CYRIL... AND *WHAT* THEY ARE!

WHY DID WE EVER *DO* IT...?

DIDN'T I TELL YOU TO *COOL IT,* YOU LITTLE FOOL?

THIS IS THE *BIG-GEST BREAK* OF OF OUR *LIVES*... AND WE'RE NOT *FUMBLING* IT!

WHEN WE'RE *FINISHED,* WE WON'T BE *SMALL TIME* ANY MORE!

BUT, IF ANYONE EVER LEARNS THE *REAL* MOTIVE BEHIND THE PICTURE...

QUIET, YOU SPINE-LESS COWARD!

WHAT IF SOMEONE *OVER-HEARS* YOU?

WAIT'LL WE'RE SAFELY INSIDE OUR *OFFICE!*

NOW... SPEAK YOU PIECE AND THEN GET *OUT* OF HERE!

I'VE *WORK* TO DO!

I *KNOW* WHY YOU'RE DOING THIS... IT'S THE ONLY WAY TO GET THE *MONEY* I NEED... FOR MY *OPERATION!*

AWRIGHT! YOU THINK I'LL LET MY OWN BROTHER *DIE*... BECAUSE OUR FILMS HAVE BEEN *FLOPS* --- BECAUSE WE'RE BOTH FLAT *BROKE?*

BUT, CAN'T YOU SEE HOW *WRONG* YOU ARE--?

I DON'T *WANT* THE OPERATION --- I DON'T *WANT* TO BE CURED...

NOT IF *TREASON* IS THE PRICE WE MUST PAY!

EVER SINCE WE WERE *KIDS*, IT WAS *ME* WHO HAD TO DO THE *THINK-ING*... WHO HAD TO MAKE THE *DECISIONS*---

BECAUSE *YOU* WERE TOO *WEAK*---TOO *TIMID!*

WELL, I'M MAKING THE DECISION FOR *BOTH* OF US *AGAIN!*

I'LL SAVE YOUR *LIFE* IF I HAVE TO DO IT AGAINST YOUR *WILL!*

AND, WHEN WE'RE *DONE*, WE'LL BOTH BE---*RICH*.. *FAMOUS*...

JUST LIKE *MA* ALWAYS WANTED US TO BE!

YOU'VE GOT IT ALL *WRONG!* SHE WOULDN'T HAVE WANTED US TO BETRAY OUR OWN *COUNTRY!*

HOLD IT! THAT MUST BE THE CALL WE WERE TOLD TO *EXPECT*...

FROM THE *REAL* CAPTAIN AMERICA!

DON'T GO *THRU* WITH IT! THERE'S STILL TIME TO *WARN* HIM..!

WHO? *CAPTAIN AMERICA?* SAY---THIS IS A GENUINE *HONOR!*

I'VE BEEN WANTING TO *MEET* YOU FOR YEARS!

CY! I *BEG* YOU--- *DON'T DO IT!*

WHAT'S THAT? YOU SAW SOME RUSHES OF OUR NEW MOVIE... AND IT'S GOT TO BE CHANGED?

WELL NOW, IF THERE'S ANYTHING WRONG, WE'D BE DELIGHTED TO FIX IT!

YOU JUST COME RIGHT OVER, AND WE'LL STRAIGHTEN IT OUT PRONTO!

YOU...DID IT! NOW IT'S TOO LATE... TO TURN BACK!

THERE'S NOTHING TO WORRY ABOUT!

THE PLAN IS FOOL-PROOF! IT CAN'T FAIL!

WHEN OUR COSTUMED GUEST ARRIVES, HE'LL BE FINISHED OFF IN A MATTER OF MINUTES!

AND THEN, THE LMD REPLICA WILL TAKE HIS PLACE, AS WE COMPLETE OUR MOVIE!

ALL THAT OUR ORIENTAL PARTNERS DESIRE IS TO DISCREDIT THE REPUTATION OF CAPTAIN AMERICA...TO RUIN HIS IMAGE...

IT'S JUST ONE MORE STEP IN THEIR PLAN TO DESTROY THE CONFIDENCE OF THE FREE WORLD...TO MAKE US DISTRUST OUR OWN HEROES...OUR OWN LEADERS!

AS FOR US... WE'RE ONLY MAKING A MOVIE!

...THERE'S NOTHING WRONG WITH THAT!

THEN, AS A STRANGE, UNNATURAL SILENCE FALLS LIKE A SHROUD OVER THE SPRAWLING STUDIO---

I'LL COME TO SEE THEM, AS HE SUGGESTED...

BUT, I'LL DO IT MY WAY!

STRANGE...THERE ARE NO GUARDS...NO WATCHMEN!

AND NOTHING IS LOCKED, OR BOLTED!

IT'S ALMOST AS IF THEY WANTED ME TO ENTER THIS WAY!

IT SEEMS LIKE A LEGITIMATE STUDIO... WITH THE USUAL PROFUSION OF SETS, AND PROPS!

AND YET, THERE'S A HEAVY OMINOUS FEELING IN THE AIR...

LIKE THE EERIE, FOREBODING CALM THAT PRECEDES A SUDDEN STORM!

FOOTSTEPS... JUST BEHIND ME!

SOMEONE IS WATCHING... COMING CLOSER... STALKING ME!

THAT'S FAR ENOUGH, FRIEND! I DON'T... WHA..?!!

IT ISN'T POSSIBLE! IT CAN'T BE...!

YOU'RE ME!

BUT.. SOON--THERE--WILL-- JUST--BE--ONE--OF--US!

AND--THAT-- ONE--WILL-- BE--ME!

HE *LOOKS* HUMAN... BUT, HE *ISN'T!* HE *CAN'T* BE! HE'S TOO *STRONG*...TOO *FAST*..TOO *EMOTIONLESS!*

WHEN..YOU.. ARE..*DEAD*.. THEN..*I*..WILL.. TAKE..YOUR.. PLACE!.

I..WILL..CONVINCE..THE.. WORLD..THAT..CAPTAIN.. AMERICA..IS..*EVIL!*

FOR..THOSE..WHO ..*CREATED*..ME ..IT..WILL..BE.. THEIR..GREATEST.. *PROPAGANDA*.. *VICTORY!*

AND..NOW..YOU..MUST.. *PERISH*...SO..THAT.. *I*..MAY..LIVE!

HE *TORE OFF* THAT STEEL POST AS IF IT'S JUST *CARD-BOARD!*

THERE'S *NO* DOUBT ABOUT IT... HE'S AN INHUMAN *LMD!*

...PROGRAMMED BY THE *REDS!*

YOU..ARE.. *FAST*.. WITH..YOUR.. *SHIELD*..

..BUT..YOU.. CANNOT..*STOP*.. ME..FOR..*LONG!*

HE'S *RIGHT!* I'VE GOT TO TAKE THE *OFFENSIVE!*

ALL I *NEED*...IS A FEW SECONDS OF *BREATHING SPACE*...

...*TIME*... TO PULL MYSELF *TOGETHER!*

NO MATTER *HOW* WELL THE MASKED MAN FIGHTS... HE CANNOT HARM THE LMD!

IT CAN ONLY END IN THE *DEATH* OF CAPTAIN AMERICA!

I CAN'T STAND BY AND *WATCH*... I *CAN'T!*

THERE'S *NO* TURNING BACK NOW!

HAVE YOU FORGOTTEN WHAT *THEY* TOLD US?

IF WE *FAIL*... IT MEANS *OUR* LIVES.. AS WELL AS *HIS!*

BUT...EVEN *LIFE* ISN'T AS IMPORTANT... AS AN *IDEAL*... AS THE *FREEDOM* THAT SO MANY OTHERS HAVE *DIED* FOR!

NO MATTER *WHAT* HAPPENS... I PRAY THAT CAPTAIN AMERICA *WINS!*

BUT, EVEN THOUGH ARMED WITH HIS WORLD-FAMOUS *SHIELD*...THE ODDS SEEM HOPELESSLY *AGAINST* THE HARD-PRESSED AVENGER...

HE'S ACTUALLY *FASTER*... MORE *AGILE* THAN I!

HE MUST BE A *NEW TYPE* OF *LMD*... SUPERIOR TO ANY OF THE *OLDER* MODELS!

YOU..ARE.. GROWING.. *WEARY*..

BUT..I..CAN.. *NEVER*..TIRE!

HE'S *RIGHT!* I--I'M *SLOW-ING DOWN--!*

COULDN'T MOVE *FAST* ENOUGH...TO *STOP* HIM---FROM GRABBING MY *SHIELD ARM!*

NOW--WITH--YOUR-- GREATEST--DEFENSIVE-- WEAPON--*IMMOBILIZED...*

YOU--ARE-- *HELPLESS*-- BEFORE--MY-- SUPERIOR-- *POWER!*

NO--MATTER--HOW-- *WELL*--YOU--CAN-- ROLL--WITH--A-- BLOW--

YOUR---*TIME*-- HAS---NEARLY-- COME!

NO!

WILLIE! COME *BACK--!*

I CAN'T! I CAN'T STAND BY ANY *LONGER---*

I CAN'T JUST LET HIM BE *MURDERED*--- RIGHT BEFORE MY *EYES!*

I WON'T LET YOU DO IT! I WON'T LET YOU KILL HIM!

YOU..WERE.. SUPPOSED..TO.. BE..MY..ALLY!

YOU..SHOULD..NOT.. HAVE..INTERFERED!

I..AM..PROGRAMMED.. TO..LET..NOTHING.. STOP..OPERATION.. REPLICA!

HAVE TO GET UP...MUST STRIKE BACK..NOW!

HE HURLED HIM AWAY AS EFFORTLESSLY AS A DOG WOULD SHAKE A FLEA!

HE HAS NO MORE CONCEPTION OF RIGHT OR WRONG THAN A MACHINE!

NOTHING.. THAT..LIVES.. CAN..STOP.. ME!

YOU LIE! I WILL STOP YOU!

NEVER! I..AM.. TOO..STRONG... TOO..FAST!

I..AM..THE..INSTRU-MENT..WHICH..WILL.. DESTROY..YOU...AND.. DESTROY..YOUR.. NATION!

NOT WHILE CAPTAIN AMERICA LIVES!

HE CAN'T BE *HURT!*

HE SHRUGGED OFF MY *BLOW* AS IF IT NEVER *LANDED!*

I..CAN..DELAY..NO..LONGER! *NOW*..THE..END ..MUST..*COME!*

IF..YOU..CANNOT..*MOVE*...YOU..CANNOT ...*DEFEND*.. YOURSELF!

HAVE TO MAKE MY *BREAK*... BEFORE HE CAN *TIE* THAT KNOT!

IT'S NOT JUST MY *LIFE* THAT'S AT STAKE...BUT *FREEDOM* ITSELF!

RRAK!

A FREEDOM... THAT MUST *NEVER* FAIL!!

--AND IT NEVER *SHALL!*

SZPOK!

NO MATTER *WHAT* INHUMAN *POWERS* YOU MAY POSSESS..

NO MERE HUMAN *REPLICA* CAN EVER HAVE ---A *FIGHTING SPIRIT!*

BIM!

I'VE DONE IT! MY LEGS ARE FREE! AND NOW...

WAIT! WHAT'S GOING ON? HIS BODY... IT'S BEGINNING TO GLOW!

HE'S QUIVERING.. SHAKING... GROWING UN-STEADY ON HIS LEGS..!

THERE'S SOMETHING WRONG WITH HIM! IT'S HIS MOLECULAR STRUCTURE...THE BASIS OF ALL LMD'S..!

HE'S RUNNING ...TRYING TO GET AWAY!

HE'S PANICKY... DESPERATE!! HE'S CRASHING RIGHT THRU A BRICK WALL..

BUT HE CAN'T OUTRUN WHATEVER IT IS THAT'S INSIDE HIM!

I'VE GOT TO GO AFTER IT! CAN'T AFFORD TO LET IT GET AWAY NOW!

THAT WON'T BE NECESSARY, CAP!

JUST STAY WHERE YOU ARE!

HE WON'T BE A PRETTY SIGHT...WHEN HE BEGINS TO FALL APART!

YOU!

HOW LONG HAVE YOU BEEN HERE?

JUST ARRIVED! THOUGHT IT WAS TIME I DID SOME CHECKING!

THAT FORMULA THE RED AGENTS STOLE... WE LET THEM GET IT... BECAUSE IT WAS STILL UNTESTED!

SO WE PERMITTED THEM TO ACT AS GUINEA PIGS!

NOW WE KNOW IT ISN'T SAFE TO USE!

I JUST REMEMBERED! THE PRODUCERS... THEY'RE STILL AT THE STUDIO!

WE'VE GOT TO GET THEM!

THE LMD REPLICA CRACKS UP WHEN THE STRESS BECOMES TOO GREAT!

SURE! SURE! BUT THERE ISN'T ANY HURRY!

THERE'S NO PLACE FOR THEM TO RUN!

WE'VE HAD OUR EYES ON THEM FOR MONTHS NOW--ESPECIALLY THE ONE CALLED CYRIL!

IT WAS JUST A CASE OF GIVING HIM ENOUGH ROPE!

ONE OF THEM--TRIED TO SAVE ME! BUT HE PAID FOR IT--WITH HIS LIFE!

WHY DID YOU DO IT, WILLIE... WHY?

ALL I WANTED...WAS TO MAKE ENOUGH MONEY...SO YOU COULD HAVE THE OPERATION YOU NEEDED...SO YOU COULD LIVE!

BUT NOW... NOTHING MATTERS ANY MORE! IT'S ALL OVER!

I THOUGHT I FINALLY HAD THE CHANCE TO DO SOMETHING...TO MAKE SOMETHING OF US!

I SHOULD HAVE KNOWN... NOTHING GOOD CAN COME... OF TREASON ...AND BETRAYAL!

PERHAPS IT'S BETTER.. THAT WILLIE ISN'T HERE TO SEE...WHAT HAPPENS NEXT..!

THOSE WHO HIRED ME--HAVE ONLY ONE PAYMENT...FOR FAILURE!

CREAK!

CYRIL LUCAS..?

YES! COME IN!

I'VE BEEN... EXPECTING YOU..!

NEXT:

THE HAUNTED PAST!

MARVEL™
COMICS
GROUP

12¢
IND.

107
NOV

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

HERE LIES

BUCKY

"IF THE PAST BE NOT DEAD--"

A STAN LEE-JACK KIRBY MODERN-DAY MASTERPIECE!

EMBELLISHED BY: SYD SHORES

LETTERED BY: ARTIE SIMEK

IT HAPPENED YEARS AGO--AND IT'S HAPPENING *AGAIN*--OR *IS* IT???

NO MATTER THE *TRAPS*-- NO MATTER THE *SNARES*--

I WON'T BE STOPPED!

HE WILL NOT *YIELD!*

DESTROY HIM!

AGAIN!

AGAIN!

AGAIN!

ENOUGH! OUR TASK IS *ENDED!*

HE SHALL AWAKE *ONCE* MORE!

AND, WHEN HE DOES--THE *FINAL SHOCK*--!

--THE *ONE* SHOCK THAT NOT EVEN *CAPTAIN AMERICA* CAN WITHSTAND--

--WITHOUT SUCCUMBING TO--*TOTAL MADNESS!*

BUCKY!

YOU KILLED ME, CAP! YOU! YOU! YOU!

HERE LIES BUCKY BARNES! HE DIED--WHILE CAPTAIN AMERICA LIVED!

YOU KNOW I DIDN'T MEAN IT! YOU KNOW HOW GUILTY I FEEL!

WHY MUST YOUR MEMORY KEEP HAUNTING ME?

BECAUSE IT WAS ALL YOUR FAULT!

WHY DIDN'T YOU SAVE ME? YOU'VE SAVED HUNDREDS OF OTHERS! WHY NOT ME?

WHY COULDN'T YOU RESCUE YOUR OWN LOYAL PARTNER??

WHY? WHY? WHY? WHY?

STOP IT! STOP IT! I WON'T LISTEN TO IT ANY MORE! I CAN'T! I CAN'T!!

HOW LONG MUST I SUFFER--HOW LONG MUST I PAY--FOR THAT ONE TERRIBLE INSTANT???

SUDDENLY, THERE IS *SILENCE*--LONG, DEEP, SOUL-SHATTERING *SILENCE*--AS THE MISTS BEGIN TO CLEAR--AS THE *FRENZY* BEGINS TO SLOWLY DIE AWAY--

THE SAME *NIGHTMARE*-- EVERY TIME I SHUT MY EYES!

IF IT DOESN'T *STOP*-- I'LL GO OUT OF MY *MIND!*

OR--AM I *ALREADY* GOING OUT OF MY MIND?

IS THIS MERELY THE *BEGINNING*-- THE FIRST STAGE OF-- GROWING *MADNESS?*

I'VE GOT TO CALL-- *DR. FAUSTUS!*

HE'S BEEN *TREATING* ME-- EVER SINCE I MET HIM ON THAT *PANEL SHOW* LAST MONTH!

FOR, I'M AFRAID-- ONLY A *PSYCHIATRIST* CAN HELP ME NOW!

DR. FAUSTUS? THIS IS *STEVE ROGERS!*

IT--IT HAPPENED *AGAIN!*

I REGRET TO *HEAR* THAT, MY BOY!

IT MEANS OUR FEARS ARE *CONFIRMED!*

YOU MUST COME TO *SEE* ME-- AT *TWO* THIS AFTER-NOON!

IF YOU HAVE ANY *OTHER* APPOINTMENTS --*CANCEL* THEM!

IT SEEMS YOUR CONDITION IS EVEN MORE *SERIOUS* THAN I HAD SUPPOSED!

YOU DID YOUR JOB *WELL*, FERRET!

OUR *VICTIM* DOES NOT SUSPECT A *THING!*

RRRRRR

RRRR

CLICK

THE JOB'S A *CINCH*, DOCTOR--

SINCE I'M HIS REGULAR *BELLBOY!*

INDEED! IT MUST ALWAYS BE *YOU* WHO BRINGS HIM MY *PRE-SCRIPTION!*

MID'S

YOU'RE A *GENIUS*, DOCTOR!

HE DOESN'T KNOW I'M GIVIN' HIM A *NIGHTMARE TABLET* EVERY EVENING!

NATURALLY! THAT IS EXACTLY AS DR. FAUSTUS *PLANNED* IT!

OTHER MEN-- *LESSER* MEN-- HAVE ATTEMPTED TO DEFEAT *CAPTAIN AMERICA* BEFORE--AND ALL HAVE *FAILED!*

BUT THEY DID NOT KNOW WHAT *I* KNOW!

WHOM *DR. FAUSTUS* WOULD DESTROY--HE WILL FIRST MAKE *MAD!*

TONIGHT YOU WILL GIVE HIM THESE *EXTRA-POTENT* PILLS!

THAT MEANS-- THE TIME HAS *COME?*

OR, PERHAPS YOU *SHOULD* HAVE SAID--CAPTAIN AMERICA'S TIME HAS *RUN OUT!*

AND NOW, IT IS THE HOUR FOR MY *OTHER* PLANS TO TAKE EFFECT--

BEFORE THE UNWITTING VICTIM *ARRIVES!*

PERHAPS IT WOULD HAVE BEEN *BETTER* IF I'D NEVER BEEN *RESCUED* FROM THE FLOATING *GLACIER*-- WHERE I WAS IN *SUSPENDED ANIMATION* FOR TWO DECADES!

THE WORLD SEEMS SO *CHANGED*--SO *DIFFERENT*--

I FEEL LIKE A *RELIC*--A HOLDOVER FROM SOME DIM AND DISMAL *PAST!*

EVERYTHING HAS CHANGED! THE CITIES ARE MORE *CROWDED*-- MORE *TENSE*--WITH PEOPLE RACING ABOUT IN VEHICLES WE NEVER *DREAMED* OF IN THE FORTIES!

BUT, IS IT *REALLY* PROGRESS?

WE MAY ONE DAY BE MEETING *STRANGERS*-- ON FAR DISTANT *STARS*--

BUT, WE *STILL* HAVEN'T LEARNED TO LIVE WITH OUR *NEIGHBORS* --IN PEACE AND BROTHERHOOD!

OR--ARE MINE JUST THE RAMBLING THOUGHTS OF A MAN WHO IS *MENTALLY DISTURBED!*

HOW CAN I *KNOW?* HOW CAN I EVER BE *SURE?*

DAILY-RECORD

MOON FLIGHT IN THIS DECADE!

CREW PICKED NASA HINTS

THAT *GIRL!* IT'S *SHARON!* BUT--SHE DIDN'T EVEN *NOTICE* ME! SHE WALKED RIGHT *BY!*

I'LL BUY A *PAPER,* AND-- *WAIT!!*

NEWS

SPIDER-MAN

SHARON! SHARON--WAIT!

IF ONLY THE STREET WASN'T SO CROWDED!

HOLD IT, MISTER! WHAT'S YOUR HURRY?

I MUSTN'T LOSE HER 'ROUND THAT CORNER!

SHARON--WAIT! IT'S ME--STEVE!

DOOM

WHAT IS IT, DARLING? WHAT'S WRONG? WHY DIDN'T YOU ANSWER ME?

LET ME GO! TAKE YOUR HANDS OFF ME!

YOU--YOU'RE NOT SHARON!

BUT--HOW IS IT POSSIBLE? HOW COULD I HAVE BEEN SO MISTAKEN?

YOU SURE HAVE YOUR NERVE, MISTER!

BUT--YOU DIDN'T LOOK THIS WAY--WHEN I FIRST SAW YOU!

YOU MUST BE SOME KINDA NUT!

ALL RIGHT, FELLA--WHAT'S GOING ON HERE?

WHAT'S GOING ON? I--I WISH I KNEW!

WHATEVER IS WRONG WITH ME--IT MUST BE--WORSE THAN I THOUGHT!

NOW I CAN'T EVEN BELIEVE MY EYES!

I'M EVEN HAVING NIGHTMARES --WHEN I'M AWAKE!

SAY, MISTER--YOU DON'T LOOK SO GOOD TO ME!

I'M ALL RIGHT! I JUST-- WHA-?!!

NO! NOT AGAIN!

WE'D BETTER GET YOU TO A DOCTOR! YOU'RE IN A BAD WAY!

NO!

COME BACK! YOU'RE SICK-- YOU NEED HELP!

HE'S RIGHT! I'M GOING MAD! THERE'S NO DOUBT ABOUT IT!

IT WORKED! WENT OFF WITHOUT A HITCH!

JUST LIKE FAUSTUS SAID IT WOULD!

I NEVER THOUGHT WE'D GET AWAY WITH IT--AGAINST SOMEONE LIKE STEVE ROGERS!

WE WOULDN'T HAVE-- UNLESS FAUSTUS HAD SOFTENED HIM UP BEFORE, WITH THOSE PHONY PRESCRIPTIONS OF HIS!

--AND THAT'S WHAT *HAPPENED*, DOCTOR-- UNBELIEVABLE AS IT MAY SOUND!

I *KNOW* IT'S ALL IN MY *MIND*--I KNOW I'M *IMAGINING* MOST OF IT! BUT--IT SEEMS SO *REAL*--SO HORRIBLY *REAL*!

YOU'RE A VERY *SICK* MAN, ROGERS!

YOU MUST *LIE DOWN*-- TRY TO *RELAX*!

TELL ME THE *TRUTH*! AM I-- *LOSING MY MIND*??

I CANNOT YET BE *SURE*!

NOW--START WITH THOSE *NIGHTMARES* OF YOURS!

I WANT TO *HEAR* OF THEM AGAIN! TELL ME *EVERYTHING* YOU CAN REMEMBER!

I'VE BEEN-- TRYING TO *FORGET*!

NO! IT MUST ALL COME *BACK* TO YOU!

EACH NIGHT--I DREAM OF THE *SAME* THING-- THE *PAST*-- ALWAYS THE *PAST*--!

BUCKY IS *ALIVE* AGAIN--AND SO ARE --THE *NAZIS*--!

WAIT! WHA-- WHAT'S *THIS*--??

THEY'RE *BACK* AGAIN! THEY'VE TAKEN ME *PRISONER*--!

TALK, YOU SWINE! TELL US WHAT WE WANT TO *KNOW*!

D-DAY! WHEN IS *D-DAY*??

NO! I'LL *NEVER* TELL-- *NEVER*!

SCHWEINHUND!! YOU VILL TALK! VE VILL MAKE YOU TALK!

YOU THOUGHT YOU HAD BEATEN US-- BUT VE VERE TOO CLEVER FOR YOU!

--UND, IF YOU DO NOT TALK, VE KILL YOU--

JUST LIKE VE KILLED YOUR VERDAMMT PARTNER-- BUCKY!

YOU LIE!! HE ISN'T DEAD! HE CAN'T BE DEAD--!!

IT IS USELESS! HE WILL NOT TALK! SILENCE HIM!!

AGAIN! AGAIN! AGAIN! AGAIN!

BOOM!

AGAIN!

AGAIN IT HAS HAPPENED!

WAKE UP! YOU MUST SNAP OUT OF IT!

BUCKY! THEY KILLED BUCKY!!

THE ONLY THING THAT CAN HELP YOU IS COMPLETE *REST!*

HOW? HOW CAN I REST-- WITH THESE *NIGHTMARES?*

YOU MUST *TRUST* ME! I WILL *HELP* YOU!

THIS *PRESCRIPTION* WILL BRING YOU *SLEEP*--WITHOUT DREAMS!

I WILL HAVE THE PILLS *DELIVERED* TO YOU! YOU MUST *TAKE* THEM BEFORE RETIRING!

BUT, WHAT IF-- *THEY* DON'T WORK--EITHER?

THEY *WILL*-- I PROMISE!

I SHALL *CALL* YOU IN THE MORNING-- TO SEE HOW YOU ARE!

NOW GO *HOME*-- AND WAIT FOR THE PILLS!

REMEMBER TO TAKE THEM *WITHOUT FAIL*-- BEFORE GOING TO SLEEP!

AND *TONIGHT*, YOU UNSUSPECTING FOOL--WE *END* OUR LITTLE GAME-- *FOREVER!*

HE'S *GONE!* YOU MAY *COME OUT* NOW!

I'M SURE GLAD YOU HAD 'IM UNDER *SEDATION!*

YEAH! IF THAT GUY WASN'T SO *GROGGY*-- HE COULDA TAKEN *ALL* OF US!

ANYWAY, IT'S TIME FOR OUR *PAYOFF!*

YOU'RE GOIN' TO A LOTTA *TROUBLE* TO POLISH HIM OFF!

WHY NOT JUST SLIP 'IM A *MICKEY*, AND THEN ONE *BULLET'LL* DO IT!

THAT IS NOT THE WAY OF *DR. FAUSTUS!*

THOUGH CAPTAIN AMERICA IS ONE OF THE MOST SUPERB *FIGHTERS* OF THIS CENTURY--

IT *AMUSES* ME TO TOTALLY *DESTROY* HIM WITHOUT THE USE OF *FORCE*--

WITHOUT LEAVING A SINGLE *CLUE!*

LATER, A RESTLESS *CAPTAIN AMERICA* EXERCISES IN HIS OWN DISTINCTIVE MANNER--

SHIELD PLASTOID 427

ALMOST *TAGGED* ME THAT TIME!

TONY STARK MAKES EACH NEW *PLASTOID* TOUGHER TO BATTLE THAN THE *OLD* MODEL!

BUT IT'S THE ONLY WAY TO KEEP ME ON MY *TOES!*

ANYWAY, I HAVE TO DO *SOMETHING* WHILE WAITING FOR THAT *PRESCRIPTION!*

UNHH! I GOT *CARELESS!* SHOULDN'T HAVE LET HIM *GRAB* ME!

SMOOSH!

I'M FIGHTING LIKE AN *AMATEUR!* I CAN'T GET *WITH* IT!

HAVE TO *SNAP* OUT OF IT-- BEFORE IT'S *TOO LATE!*

THE PLASTOID'LL KEEP *FIGHTING*-- UNLESS I CAN *STOP* HIM!

HAVE THE DREAMS-- THE NIGHTMARES-- AFFECTED MY *BATTLE PROWESS?*

AM I *REALLY* AT THE END OF MY ROPE?

NO! I'VE NEVER GIVEN UP *BEFORE*--

AND I WON'T START *NOW!*

I CAN *STILL*-- BREAK HIS HOLD--

--WITH THE PROPER *LEVERAGE!*

NOW--IF I CAN REACH HIS *POWER CIRCUITS*--

AND SHUT THEM *OFF* IN TIME--!

HE CAN'T-- STRIKE OUT-- WITH HIS *POWER* OFF!

CLICK-

CLAK!

I-- *DID* IT--!

HEY! SO *THIS* IS WHERE YOU ARE, HUH?

I TRIED THE *OTHER* ROOM, BUT THERE WAS *NO ANSWER!*

I KNOW! I ALSO RENTED *THIS* SUITE--JUST TO USE AS AN *EXERCISE CHAMBER* WHILE STAYING AT THE HOTEL!

WOW! IF *THIS* IS HOW YOU EXERCISE-- IT'S *TIDDLYWINKS* FOR *ME!*

NEVER MIND *THAT!* DID YOU BRING ME--MY *PRE-SCRIPTION?*

SURE! THAT'S WHY I CAME ON *UP!*

I GOT THE PILLS RIGHT *HERE!*

DON'T JUST *STAND* THERE, MAN-- LET ME *HAVE* THEM!

DR. FAUSTUS SAID--THESE WOULD GET RID OF THE *NIGHTMARES*--THE *HALLUCINATIONS!*

I WOULDN'T WANNA *BET* ON IT, BIG MAN!

THAT'S IT! DRINK IT DOWN! DRINK IT ALL DOWN!

THIS MEANS FAUSTUS WINS! NOTHING CAN SAVE THE SHIELD-SLINGER NOW!

I'D BETTER GO AND CALL THE DOC--

HE'LL WANNA BE ON HAND TO SEE WHAT HAPPENS NEXT!

EVEN THE RED SKULL NEVER WON A VICTORY LIKE THIS!

AFTER TONIGHT, IT'LL ALL BE OVER--

AND EVEN IF CAPTAIN AMERICA LIVES THRU IT--

FAUSTUS'LL BE ABLE TO GET HIM COMMITTED --AS A MADMAN --FOR THE REST OF HIS LIFE!

LATER, AS THE EVENING SHADOWS LENGTHEN--A RESTLESS FIGURE TOSSES, AND TURNS, AND THEN, FINALLY--

IT'S NO USE! I JUST CAN'T SLEEP ANY LONGER!

I MIGHT AS WELL GET UP!

BUT THEN--EXACTLY SEVEN SECONDS LATER--

MY HANDS!! SOMETHING'S HAPPENED TO THEM! THEY'VE CHANGED!

AND MY FACE-- I-I'VE AGED-- I'VE GROWN OLD-- OVERNIGHT!

NOW I KNOW I'M LOSING MY MIND!

THERE ISN'T-- THERE CAN'T BE-- ANY OTHER ANSWER!

FOOTSTEPS-- BEHIND ME! WHOEVER IT IS, I'LL--

BUCKY! NOT--NOT AGAIN!

DON'T TRY TO UNDERSTAND, CAP--DON'T EVEN THINK! JUST COME WITH ME!

ENEMY AGENTS ARE TRYING TO STEAL OUR NEW MISSILE PLANE!

THIS IS OUR CHANCE --TO BE PARTNERS AGAIN!

I CAN'T!! LOOK AT ME, BUCKY--LOOK AT ME!

I'VE GROWN OLD! OLD AND WEAK!

YOU CAN DO IT, CAP-- I KNOW YOU CAN!

I HAVE A MOTORCYCLE WAITING-- RIGHT OUTSIDE!

DON'T YOU SEE? IT'LL BE JUST LIKE OLD TIMES!

THIS IS JUST WHAT YOU *ORDERED!*

WE'VE STAGED EVERYTHING SO IT'LL BE A PERFECT *DUPLICATE* OF THE WAY BUCKY WAS *KILLED* IN WORLD WAR II!

IT IS *PERFECT!* NOW YOU MUST *LEAVE*-- BEFORE THEY ARRIVE!

THE *RE-CREATION* OF HIS PARTNER'S *DEATH* WILL BE THE FINAL STRAW TO DRIVE CAPTAIN AMERICA INTO ETERNAL *INSANITY!*

FASTER, CAP-- *FASTER!* THEY MUSTN'T GET THE *MISSILE!*

THIS IS HOW IT HAPPENED *BEFORE*--THE *FIRST* TIME YOU DIED!

EVERYTHING'S THE *SAME*-- BUT, IT *CAN'T* BE!

DON'T *STOP!* WE'VE GOTTA *MAKE* IT!

THEY *GOT* THE SHIP!! WE'RE *TOO LATE!*

UNLESS--YOU KEEP RACING UP THE *RAMP*--

MAYBE WE CAN *CATCH* IT!

NO! IT'LL *BLOW UP* --LIKE IT DID-- *THEN!*

CAP! DON'T! THE *MISSILE*--!!

JUMP, BUCKY!! *SAVE* YOUR-SELF!!

YOU MUSTN'T DIE *AGAIN!*

BUT...OM!

BUCKY! BUCKY!

I'VE KILLED HIM-- AGAIN!

WE CAN *SHOW* OURSELVES NOW! IT WILL NOT *MATTER!*

THE SHOCK HAS BEEN SO *GREAT* THAT *NOTHING* WILL EVER RESTORE HIS *SANITY* TO HIM!

HE'S BABBLING INCOHERENTLY-- JUST AS I *KNEW* HE WOULD!

THAT ONCE-FINE, ALERT, RAZOR-SHARP *MIND*--BROKEN AND SHATTERED--BY THE BRILLIANCE OF *DR. FAUSTUS!*

I GUESS I CAN GET OUT OF THE *GET-UP* NOW!

YES, FERRET--YOU AND MY *OTHER* ASSISTANTS, SHALL BE *WELL-PAID* FOR YOUR PARTS IN THIS LITTLE EPISODE!

AND WE *EARNED* EVERY RED *CENT* OF IT!

BUT, A SPLIT-SECOND *LATER*--

ZOK!

YOU ALL *EARNED* IT, ALL RIGHT!

AND NOW IT'S TIME TO *GET* IT!

HE WAS *PLAYING POSSUM!* HE DIDN'T REALLY-- *UGNNHHH!*

HOW DID IT *HAPPEN?* HOW'D HE GET *WISE?* WHAT WENT *WRONG?*

NEVER MIND *THAT*, YOU FOOL!

JUST KEEP *FIRING!*

IT'S *NO USE!* HIS *SHIELD--!*

HOW'S *THIS* FOR A BABBLING OLD MAN?

--AND I EXPECTED AN *ANSWER!*

BY ON G!

I ASKED YOU A *QUESTION!*

YOU DIDN'T *THINK* I'D GET *SUPICIOUS* OF YOUR PILLS!

DIDN'T *EXPECT* ME TO SEND THEM TO *SHIELD*-- FOR FAST *ANALYSIS!*

SO, *THAT'S* WHAT YOU DID!

BUT--WHY THEN DID YOU TAKE MY *AGING* TABLET?

I *DIDN'T!*

FURY'S TECHNICIANS MADE ME A LITTLE MASK OF MY *OWN* TO WEAR--AS WELL AS SOME PHONY *WRINKLE GLOVES!*

YOUR HIRED *GUNNIES* AREN'T THE *ONLY* ONES WHO CAN BE *ACTORS!*

I'M ALMOST *TWICE* YOUR SIZE! I CAN *STILL* DESTROY YOU --WITH MY *BARE HANDS!*

DON'T *TRY* IT, FAUSTUS!

SO! THE MIGHTY *CAPTAIN AMERICA* NEEDS THE GUNS OF *SHIELD* TO PROTECT HIM!

IT'S NOT *HIM* WE'RE WORRIED ABOUT--IT'S *YOU!*

CAP DOESN'T *LIKE* ENEMY AGENTS--AND YOU'RE A MIGHTY BIG *TARGET!*

TAKE OFF THOSE *SPECS*, FAUSTUS--WHILE MY FRIENDS PUT DOWN THEIR *BLASTERS!*

WE MIGHT AS WELL FINISH THIS *RIGHT!*

I'LL *TEAR* YOU APART, LITTLE MAN!

SURE YOU WILL!

THAT ONE WAS FOR *YOU...*

--OLD FRIEND!

TM

MARVEL COMICS GROUP

12¢ IND. | 108 DEC

CAPTAIN AMERICA

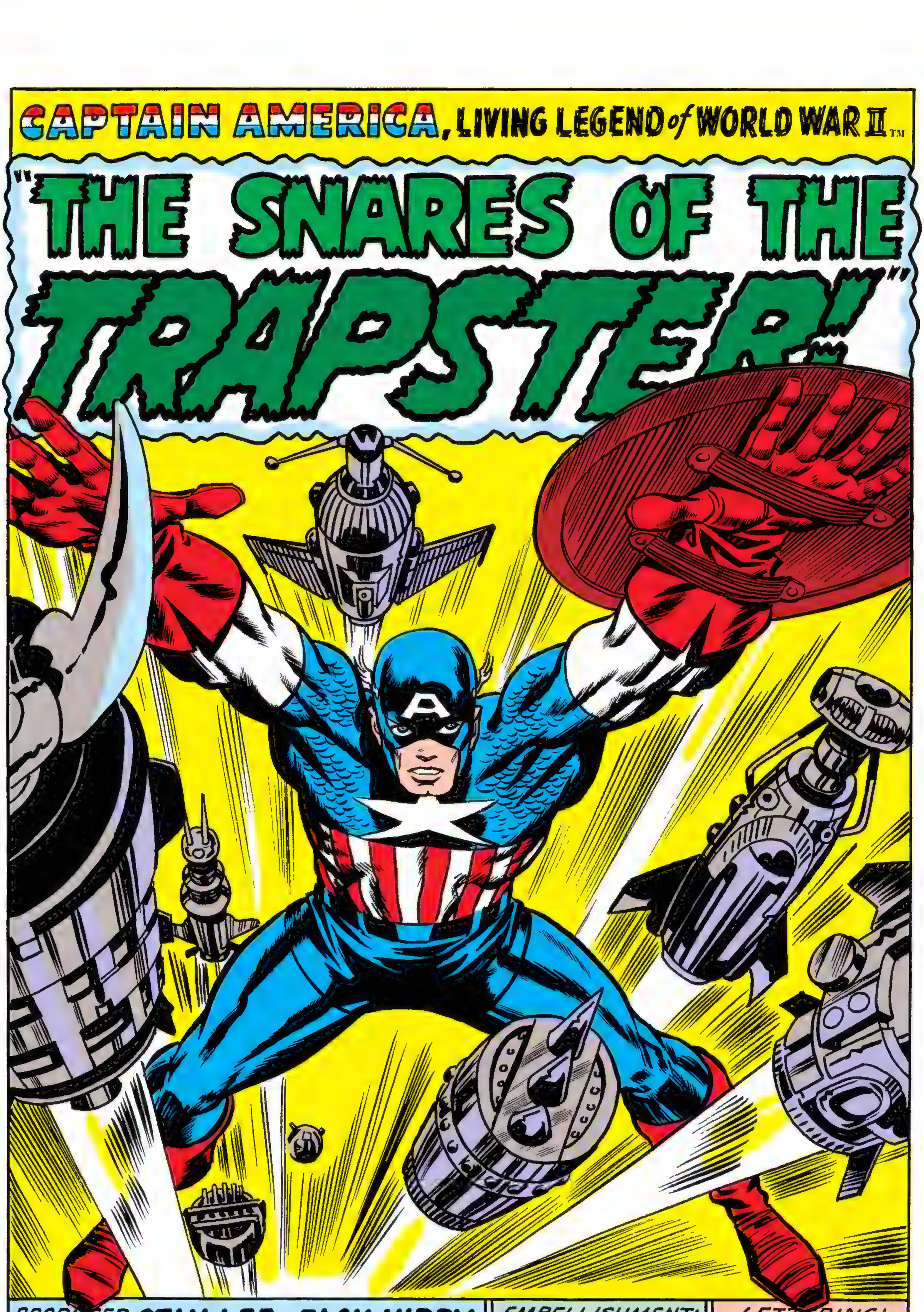
TM

APPROVED BY THE COMICS CODE AUTHORITY

TARGET: THE TRAPSTER!

CAPTAIN AMERICA, LIVING LEGEND of WORLD WAR II™

"THE SNARES OF THE TRAPSTER!"



PRODUCED BY: STAN LEE & JACK KIRBY

EMBELLISHMENT: SYD SHORES

LETTERING: ARTIE SIMEK

YOU *GUESSED* IT! CAP IS IN ONE OF THE SPECIAL *WORKOUT ROOMS* WHICH WERE CONSTRUCTED FOR HIS TRAINING BY *TONY STARK*, WEAPONS DIRECTOR OF *SHIELD!*

THE INDEFATIGABLE *AVENGER* DEVOTES EVERY SPARE *MINUTE* TO THESE DANGEROUS, DEVASTATING *EXERCISES*--

--MANEUVERING AS THOUGH HIS VERY *LIFE* DEPENDS ON EACH AND EVERY MOVEMENT--

BECAUSE IT DOES!

ZAK!

MISSILE BEARING TOWARDS ME FROM *BEHIND!*

JUST TIME TO DUCK *UNDER* IT--!

BUT, EVEN AS THE WORLD'S GREATEST *HUMAN FIGHTING MACHINE* HURLS HIMSELF TO SAFETY--

THAT ONE WAS *TOO CLOSE*, CAP!

PKOW

WE'RE NOT ABOUT TO TAKE A CHANCE OF *LOSING* YOU!

NOT *NOW*-- WHEN WE NEED YOU THE *MOST*!

WHO--??

OH, ONE OF *FURY'S* FAITHFUL *WATCHDOGS*!

LOOK--IF I HAD *NEEDED* YOUR HELP JUST THEN, IT WOULD BE TIME FOR ME TO *RETIRE*!

I THOUGHT OUR *SHIELD* TRAINING WAS RUGGED--

BUT AFTER WATCHING *YOU*, OURS IS LIKE A *SEWING BEE*!

OKAY--YOU DIDN'T COME HERE TO ASK FOR MY *AUTOGRAPH*! WHAT'S ON YOUR *MIND*?

WE'VE GOT A *JOB* THAT NEEDS DOING!

EVERYBODY HAS A JOB THAT NEEDS DOING!

HOW ABOUT LETTING SOME OF YOUR *AGENTS* EARN THEIR PAY?

NEVER *SAW* YOU THIS WAY BEFORE, CAP!

IF SOMETHING'S *BUGGIN'* YOU, SPIT IT *OUT*!

MAYBE A MAN GETS *SICK* OF BEING ON *CALL* ALL THE TIME!

MAYBE I'D LIKE A LIFE OF MY *OWN*--AND *TIME* OF MY OWN!

--TIME TO FIND THE *ONE GIRL* IN THE WORLD WHO *MEANS* SOMETHING TO ME!

--THE ONE GIRL WHO CAN'T BE *MINE*-- BECAUSE OF HER DEVOTION TO *SHIELD*!

HOLD IT, MISTER! I KNOW HOW YOU FEEL--BUT CUTTING OUT LIKE THAT WON'T HELP!

MATTER OF FACT, I'M ABOUT TO DO YOU A BIG FAVOR!

WHAT KIND OF FAVOR CAN SHIELD DO ME? WHAT KIND OF FAVOR CAN ANYONE DO ME?

CAN YOU BRING BACK THE YEARS OF MY LIFE THAT WERE LOST--THAT I CAN NEVER RECAPTURE?

CAN YOU BRING BACK THE PARTNER I USED TO HAVE--WHOSE DEATH WILL ALWAYS BE ON MY CONSCIENCE?

THERE'S NOTHING THAT YOU--OR ANYBODY--CAN DO FOR ME!

LOOK! I KNOW YOU'RE JUST CARRYING OUT ORDERS! I DON'T MEAN TO PUT YOU DOWN!

IT'S JUST THAT I'M GOING OUT OF MY MIND--WONDERING WHERE SHARON IS--WORRYING ABOUT WHETHER SHE'S ALL RIGHT!

THAT'S WHY I'M HERE, CAP! SHE'S THE ONE I WANT TO TALK TO YOU ABOUT!

SHARON? YOU HAVE NEWS OF SHARON?

WHY DIDN'T YOU SAY SO, MAN?

SHE WAS DELIVERING SOME IMPORTANT INFORMATION ON PROJECT FIREBALL TO COL. FURY--

THAT MEANS--SHE'S BEEN CAPTURED! HER LIFE'S IN DANGER!

--WHEN WE SUDDENLY LOST TRACK OF HER!

THAT'S THE SIZE OF IT!

FURY FIGURED YOU'D WANT THE JOB OF GETTING HER BACK!

WHERE IS SHE? WHO'S GOT HER? --TALK!

WE DON'T KNOW! ALL WE CAN BE SURE OF IS THAT SHE'S STILL ALIVE--

--AS LONG AS THIS LITTLE HOMING DEVICE KEEPS BEEPING!

GOOD! THAT MEANS SHE'S WEARING ITS MATE!

BEEP BEEP BEEP

THE SIGNAL'S COMING IN STRONG-- SO SHE MUST BE SOME-WHERE IN THE CITY!

AS LONG AS I HAVE THE BEEPER, I'LL FIND HER IN A MATTER OF MINUTES!

SORRY ABOUT THE WAY I ACTED, FELLA!

I HAD NO CALL TO CHEW YOU OUT THAT WAY!

FORGET IT, CAP! JUST FIND THE GIRL!

FIND SHARON CARTER?

NO POWER ON EARTH WILL STOP ME!

AND, EVEN AS THE GRIM-FACED ADVENTURER TAKES TO THE ROOFTOPS--

I'M ONLY INTERESTED IN PROJECT FIREBALL!

TELL ME WHAT I WANT TO KNOW, AND I'LL SET YOU FREE!

NEVER!

MY LIFE IS NOTHING-- COMPARED TO THE IMPORTANCE OF PROJECT FIREBALL!

I WILL NEVER TALK!

YOU MUST! YOU MUST!

NO! I AM UNDER OATH --TO SHIELD!

DON'T YOU SEE HOW *FUTILE* IT IS TO *DEFY* ME??

NOT FOR *NOTHING* AM I CALLED --THE *TRAPSTER!*

MY INVINCIBLE *PASTE GUN*-- MY MANY *OTHER* NEW AND TOTALLY SUPREME *WEAPONS* MAKE ME THE MOST *POWERFUL* MAN IN THE WORLD!

NOT EVEN THE COMBINED FORCES OF *SHIELD* CAN SAVE YOU!

I CAN DESTROY THEM *ALL* IF THEY DARE *ATTACK* ME!

SO YOU *MUST* TELL ME WHAT I WANT TO KNOW!!

YOU MUST!

NO AGENT OF *SHIELD* WOULD BETRAY A TRUST!

IF I CANNOT *ESCAPE*--THE SECRET OF *PROJECT FIREBALL* WILL SURELY DIE *WITH* ME!

MEANWHILE, A FIGHTING-MAD *CAPTAIN AMERICA* GETS *CLOSER* BY THE SECOND--

THE *SIGNALS* ARE REACHING *FULL INTENSITY!*

I'M ALMOST *THERE!*

BEEP!

BEEP!

A *PERFECT* SPOT TO HIDE A *CAPTIVE!*

ROW UPON ROW OF EMPTY, ABANDONED *SLUM DWELLINGS*-- WAITING TO BE *TORN DOWN* FOR THE PROPOSED *URBAN RENEWAL* PROJECT!

AND *SOMEWHERE*-- IN ALL THAT CRUMBLING DESOLATION --IS THE GIRL I *LOVE!*

NO *WONDER* THESE BUILDINGS HAVE BEEN SO LONG *CONDEMNED!*

THEY'RE SO *MOLDY*-- SO *UNINHABITABLE*-- THAT ONE FALSE STEP COULD SEND A MAN *PLUNGING* THRU THE ROTTING FLOOR BOARDS--TO HIS DEATH *BELOW!*

THE BEEPER IS GOING *WILD!* SHE'S RIGHT *NEARBY!*

NOW--MORE THAN EVER BEFORE--THE LIFE OF *SHARON CARTER* IS IN *MY HANDS!*

BEEP

BEEP

BEEP

NOW-- MORE THAN EVER--

I *MUST NOT FAIL!*

THAT STANDING *STAIRWELL*--ALL BUT *HIDDEN* BEHIND THIS BATTERED WALL--

THE ENTIRE MASS OF *RUBBLE* IS PROBABLY A DEADLY COMPLEX OF *BOOBY TRAPS!*

THE SIGNAL IS COMING FROM *THERE!*

BUT THEY WON'T STOP ME *NOW!*

THEN, WITH CAUTIOUS *SKILL*, BORN OF A THOUSAND BATTLES ON A THOUSAND FAR-FLUNG BATTLEFRONTS, THE STAR-SPANGLED AVENGER PRIES OPEN THE CREAKY DOOR--HURLING HIS AGILE BODY TO THE *SIDE* AS HE DOES SO--

THOSE AUTO-MATIC JETS OF *PASTE* ALMOST *PINNED* ME TO THE SPOT!!

I WAS *RIGHT!*

ONLY *ONE MAN* ALIVE USES A WEAPON LIKE THAT--

IT MEANS THAT SHARON IS A CAPTIVE OF--

THE TRAPSTER!

BUT THAT'S *ONE* PASTE TANK THAT'LL NEVER HELP HIM *AGAIN!*

HE MUST HAVE *HEARD* ME BY NOW--

SO I'LL HAVE TO MOVE *FAST!*

CAN'T WASTE TIME *TESTING* THE STAIRS!

EVEN IF THEY *ARE* COATED WITH PASTE--

MY BEST BET IS A HEAD-LONG *DIVE*-- FLYING *OVER* THEM!

THUD

MADE IT!

BUT, A SPLIT-SECOND LATER--

IT'S THE BAR THAT'S COVERED WITH PASTE-- NOT THE STEPS!!

I--I'M STUCK HERE!!

EXACTLY, MY DEAR CAPTAIN AMERICA!

IT'S COMMON KNOWLEDGE HOW YOU FEEL ABOUT MY LOVELY CAPTIVE--

SO I SUSPECTED YOU WOULD SOON ARRIVE!

AND, AS ALL THE WORLD WELL KNOWS--

NO ONE IS MY EQUAL--IN THE SETTING OF DEADLY TRAPS!

SEE HOW EASILY I RENDERED YOU TOTALLY HELPLESS!

CAPTAIN AMERICA-- HELPLESS?

DON'T EVER COUNT ON IT!

NOW--BY BRACING MY *FEET* AGAINST THE CEILING--

I'LL GAIN ENOUGH *LEVERAGE* TO LOOSEN THE BAR, AND--

I *DID* IT! I'M *FREE!*

YOU MUSCLE-BOUND *FOOL!!* YOU'VE GAINED *NOTHING!*

YOUR HANDS ARE *STILL* STUCK FAST TO THE *BAR!*

YOU THINK THAT'S A *HANDI-CAP--*

BUT I'LL MAKE IT *SERVE* ME--AS A *WEAPON!*

WEAPON?? WHERE IS THE WEAPON THAT CAN COMPARE TO THE GREATEST ON *EARTH--?*

MY ALL-POWERFUL, ALL-PURPOSE *PASTE GUN!!*

ZUT!

ONE QUICK-DRYING STREAM OF *PASTE* STRUCK THE *WALL--*

AND MANAGED TO *PULL IT DOWN--* BY THE FORCE OF ITS OWN *ADHESION!*

BUT--I DARE NOT LET IT *THROW* ME!

THOP!

I CAN STILL USE THIS BAR TO SMASH AWAY THE DEBRIS--!

HIS PASTE DOESN'T MATTER! MY LIFE DOESN'T MATTER--!

ALL THAT MATTERS IS-- SAVING SHARON!!

NO NEED TO FINISH YOU OFF AT ONCE, YOU GAUDILY-COSTUMED CLOWN!

FIRST, I'LL LET YOU ROAM THESE PREMISES AT WILL--SO THAT YOU MAY APPRECIATE THE BRILLIANCE OF MY MANY TRAPS!

HE'S GONE! HIS VOICE COULD BE COMING FROM-- ANYWHERE!

WHAT'S THIS? THE BAR--IT'S DROPPING FROM MY HANDS!

DID HE DELIBERATELY MAKE A WEAK SOLUTION--OR IS THERE MORE TO THIS THAN MEETS THE EYE??

THE FLOOR-- BENEATH ME-- IT'S BUCKLING!!

I WAS STANDING --RIGHT OVER--A TRAP DOOR!

EXACTLY! YOU MASKED FOOL!

THIS IS JUST AS I PLANNED IT!

LUCKILY FOR YOU-- IT WAS ONLY A *SHORT* DROP--

RIGHT ONTO THAT PASTE-COVERED *TURNTABLE* WHICH IS HOLDING YOU *FAST!*

AND *NOW*-- WITH THE FLICK OF A *SWITCH*--

BUT WHY SHOULD I GO ON *TALKING?*

I'LL LEAVE YOU TO *ENJOY* YOUR ENDLESS LITTLE *SPIN-AROUND!*

AND, AS SOON AS I *TIRE* OF THE GAME, I HAVE ONLY TO *INCREASE* THE VELOCITY--!

NO! YOU *CAN'T!!* YOU *MUSTN'T!!* IT'S CERTAIN TO-- *KILL* HIM!

WHAT WILL YOU *GAIN*-- BY ALL THIS?

SURELY YOU CAN *GUESS--!*

BY PLACING THE MAN YOU *LOVE* IN FATAL *JEOPARDY*--

I'M *CERTAIN* TO GAIN THE *INFORMATION* I WANT-- FROM *YOU!*

THE CHOICE IS *YOURS!* IF CAPTAIN AMERICA *FALLS*--IT'S BECAUSE *YOU* DIDN'T CHOOSE TO *SAVE* HIM!

I CAN'T! I CAN'T!

I CAN'T BETRAY MY *TRUST*-- EVEN FOR-- *HIM!*

NO.? THEN PERHAPS THIS WILL MAKE YOU CHANGE YOUR--

WHA--??!

THE CONTROL CIRCUIT--IT'S BLOWN APART!

IT ISN'T POSSIBLE!! I DOUBLE-CHECKED EVERY INCH OF WIRING MYSELF!

AND NOBODY ELSE COULD HAVE HAD A CHANCE--TO TAMPER WITH IT!

WELL, I'LL WORRY ABOUT THAT LATER!

RIGHT NOW, I'D BETTER CHECK ON CAPTAIN AMERICA!

HE'S TOO DANGEROUS TO TAKE FOR GRANTED!

I HAVE TO MAKE CERTAIN THAT HE'S STILL COMPLETELY HELPLESS!

THE PASTE --IT MUST HAVE BEEN DILUTED!

IT DIDN'T HOLD HIM!

HE'S NOT ON THE TURN-TABLE!

DON'T WORRY ABOUT IT-- I DIDN'T GO FAR!

SLAM!

IT ISN'T POSSIBLE!! MY PASTE HAS NEVER FAIL--

UNHHH!

THERE'S ALWAYS A FIRST TIME!

NOW-- WHERE IS THE GIRL??

ANSWER ME, YOU HUMAN JACKAL!

HANDS OFF THAT GUN!

YOU'VE ALREADY HAD YOUR CHANCE!

HAVE TO KEEP PULLING MY PUNCHES! HE CAN'T TALK IF HE'S HURT!

BUT, THIS ONE TIME--CAP'S CAREFUL CONCERN PROVES TO BE HIS UNDOING--

NOW IT'S MY TURN!

BOK

I ALWAYS KNEW YOU WEREN'T AS GOOD AS YOUR REP!

DON'T TOUCH THAT GUN, MISTER!

I WARN YOU-- DON'T TRY IT!

YOUR WARNING DAYS ARE OVER, BIG MAN!

DON'T COUNT ON IT!

NO!

YOU SEVERED --MY PASTE TUBE!!

NOW-- I CAN'T USE IT!

YOU CATCH ON QUICK, FELLA!

NOW HOLD IT RIGHT THERE!

THE ONLY REASON I WENT *EASY* ON YOU--IS BECAUSE OF *SHARON!*

SPANG!

KOPP!

BUT *NOW*-- THE GLOVES ARE *OFF!*

IF I DON'T *FIND* HER WITHIN THE NEXT TWO MINUTES--

I *PROMISE* YOU-- YOU'LL WISH I *HAD!!*

CLICK!

YOU'RE *STILL* TOO MUCH OF A SOFT-HEARTED *FOOL--!*

YOU SHOULD HAVE *FINISHED* ME WHILE YOU HAD THE *CHANCE!*

A TRANSPARENT *TUBE*--SLIDING *OVER* ME--FROM ABOVE!

IT'S *ANOTHER* SUDDEN *TRAP!!*

AND FOR *YOU*-- PERHAPS THE *FINAL* ONE!

EVEN AS YOU'RE HOPELESSLY *CAUGHT* INSIDE, YOU'LL SEE HOW *FAST* THE TUBE *FILLS* UP--

--WITH ENOUGH *PASTE* TO TRAP YOU *FOREVER!*

THUS, THE PLEXI-GLASS *TUBE* IS NO LONGER *NEEDED!*

SO, I *RAISE* IT ONCE AGAIN-- WHILE MY TOTALLY HELPLESS *VICTIM* STANDS BEFORE ME!

NO ONE IS TOTALLY HELPLESS-- WHILE HE *LIVES!*

EXACTLY WHAT I *MEANT*, YOU FOOL!

AND NOW, AS YOU FACE YOUR *FINAL* MOMENTS OF LIFE--

I'LL TELL YOU THE *ONE* THING THAT WILL MAKE YOUR DEFEAT MORE *IGNOBLE* THAN EVER--

I'LL TELL YOU WHO'S *PAYING* ME TO SABOTAGE *PROJECT FIREBALL!*

HIS *NAME* IS--

THE *RED SKULL!*

THEN--HE'S STILL *ALIVE!!* HE--

UHNNNN!

HE *LIVES!* BUT *YOU'LL* NEVER SEE HIM AGAIN!

--NOT AFTER THIS *CHEMI-SPRAY* CAUSES THE PASTE TO *TIGHTEN!*

WHY DO YOU KEEP STRUGGLING?

DON'T YOU REALIZE THAT NO ONE CAN-- WAIT!!

THE PASTE--IT'S CRACKING-- STARTING TO FALL APART, IN CRUMBLING CHUNKS--!!

NO! IT--IT CAN'T BE!!

CAN'T IT??

MAYBE SOMEONE'S BEEN SPIKING YOUR CHEMICALS!

IT'S NOT POSSIBLE!

NO ONE HAS BEEN HERE-- EXCEPT THE GIRL!

AND SHE IS MY CAPTIVE!

YOU DIDN'T THINK I'D FORGET THAT, DID YOU?

IT'S THE ONE THOUGHT-- THAT'S KEPT ME GOING--

THAT KEEPS ME GOING...

--THAT WON'T EVER LET ME STOP--

BTONG!

--UNTIL THE TRAPSTER IS BEATEN!!

PERFECT! HIS OWN PASTE CAN HOLD HIM THERE--

WHILE I TAKE THIS PLACE APART-- BRICK BY BRICK IF I MUST--

--UNTIL I FIND SHARON CARTER!

SECONDS LATER--

SHARON!

SHE--SHE DOESN'T ANSWER!

CAPTAIN AMERICA-- I HAVE BEEN WAITING FOR YOU--

THIS IS-- A RECORDING!

IT'S NOT SHARON!

IT'S A PERFECTLY CONSTRUCTED SHIELD L.M.D.!!

A LIFE MODEL DECOY!

BUT--IF THIS ISN'T SHE --THEN WHERE--?

RIGHT HERE-- MY DARLING!

THE L.M.D. WAS PROGRAMMED TO ACT AND SOUND EXACTLY AS I WOULD!

BUT, WITH THE MISSION COMPLETED --IT'S NO LONGER PRETENDING TO BE HUMAN!

YOU--YOU'VE BEEN THERE ALL THIS TIME?

IT WAS PART OF THE PLAN, STEVE!

I USED TONY STARK'S CHEMICAL TUBES TO DILUTE THE TRAPSTER'S PASTE SUPPLY!

THEN, THAT'S WHY I WAS ABLE TO FREE MYSELF!

BUT, IF YOU WEREN'T REALLY CAPTURED, THEN WHY WAS I SENT FOR?

IT HAD TO BE YOU--

EVEN WITH MY HELP, NO ONE ELSE COULD HAVE BEATEN HIM SO THOROUGHLY--

THEN THAT WAS THE NAME OF THE GAME!

--OR GOADED HIM INTO REVEALING THE NAME OF THE RED SKULL!

YOUR MISSION-- FIND THE SPY-MASTER!

SO NOW, SHIELD CAN-- SHARON!

THE TRAPSTER --HE'S GONE!

WE SHOULD HAVE GUESSED HE'D CARRY HIS OWN PASTE SOLVENT WITH HIM!

I SUPPOSE-- WE SHOULD GO AFTER HIM--BUT--

BUT THERE'S ALWAYS TOMORROW, MY DARLING!

NEXT A HERO IS BORN!

Entered as Second Class Matter, Postoffice New York, N. Y.

NEW YORK, MONDAY, DECEMBER 8, 1941.

THREE

CAPTAIN AMERICA

12¢ | 109 JAN

TM

MARVEL COMICS GROUP

THE ORIGIN OF CAPTAIN AMERICA!

APPROVED BY THE COMICS CODE AUTHORITY

ACTS FIRST

n Follows Air Attacks nd Brita

LLS F

ders and er White lk

SELL

After Fightin Gets Ja Hull No

By The Asso

TOKYO Monda went to war aga States and Brita and sea attack followed by a fo hostilities

Japanese Im announced at Sunday Eas that a state of w these relations in th dawn

Soon afterward Do anese official news noon) said that "hava progressing off Hawa least one Japanese aircraft a raid on against Pearl H the American naval base in Islands

Japanese bombers were declared to have raided Ho 7 35 A M Ha day Eastern stan

Premier Wa Hideki Tojo he Cabinet session dence at 7 A M

Soon afterward that both the United States Am bassador Joseph C Grew and the British Ambassador, Sir Robert Leslie Craigie had been summoned by Foreign Minister Shigen Togo

The Foreign Minister D said handed to Mr Grew the anese Government's formal to the note sent to Japan ed States Secretary of dell Hull on Nov 26

[In the course of the negotiations leading terday's events the Dom had stated that Japan accept the premises of Mr note]

Sir Robert was summoned by port from the

Continued on Page Five

BRINDS

First Attemp Singapo

NTIKL ON WAR F

Japanese Round Sent to Ellis I Services A

The metrop reacted swiftly Japanese attack A large communities area, including New York City Newark, Jersey City, Bayonne and Paterson, went on immediate war footing

One of the first steps taken here last night was a round-up of Japanese nationals by special agents of the Federal Bureau of Investigation reinforced by squads of city detectives acting under FBI supervision More than 100 FBI men, fully armed, were assigned to the detail

The prisoners were sent to Ellis Island where they will be held pending action at Washington It was indicated hundreds would be detained

Earlier Mayor La Guardia had convened his Emergency Board and directed that Japanese nationals be confined to their homes pending decision as to their status and had their clubs and other meeting places closed and put under police guard

A police sergeant and five policemen immediately went to the Japanese Consulate at 630 Fifth Avenue in Rockefeller Center where the Consul General, Morito

on Page Two

GUAM BOMBED; ARMY

U. S. Fliers Head North F Battleship Oklahoma S Planes at

S KILLED AT F

'Very Heavy L 'l Notifies Japa ate of War Exi

FRANK L. KLUCK

Special to THE NEW YORK

Monday, Dec 8

Harbor Honolulu an Pacific early yesterd aged the United State

ck in Hawaii apparen and submarines caused ickly followed by othe at German raiders pa as assaulted from the a nao and Camp John H ppines Lieut Gen Doug States Army of the Far however

nese parachute troops had be native Japanese had seized anson said in a broadcast from He reported without detail that fleets under American command against Japanese invasions

panese submarines, ranging out port carrying lumber 1 30 ress signals were heard fro ity

ar Department reported that 1 nded as a result of the attack o National Broadcasting Company repo he battleship Oklahoma was afire Dome the Oklahoma sunk

Nation Placed on Full

The news of these surprise attacks shington President Roosevelt immed and the Army and Navy onto a full w at a White House conference last night t of Congress at noon today, presumably to formal state of war

This was disclosed after a long specia was joined later by Congressional leaders "action" within a day

After leaving the White House conf Francis Biddle said that "a resolution" wo gress tomorrow He would not amplify o for a declaration of war

Congress probably will act within the Senate Foreign Relations Committee man Tom Connally announced

[A United Press dispatch from Lo that Prime Minister Churchill had notif of war existed]

As the reports of heavy fighting flash London reported semi-officially that the carry out Prime Minister Winston Churc United States full support in case of hos President and Mr Churchill talked by tra

This was followed by a statemen Netherland Government in Exile that it to exist between the Netherlands and Ja and Costa Rica took similar action

Landing Made in

A Singapore communique disclosed t landed in Northern Malaya and that Sing

The President told those at last nigh that "doubtless very heavy losses" were s also by the Army on the island of Oahu sible to obtain confirmation or denial of re Oklahoma and West Virginia had been d Harbor together with six or seven destro States airplanes had been caught on the g

The International Situation

MONDAY, DE

Yesterday morning Japan attacked the United States at several points in the Pacific President Roosevelt ordered United States forces into action and declaration of war is expecte this morning [Page 1, Column 7 and 8] Tokyo made its declaration as of this morning against both the United State and Britain [Page 1, Column 2] The first Japanese assault was directed at Pearl Harbor Naval base in Hawaii Many casualties and severe damage resulted [Page 1, Columns 4 and 8, Map, Page 13] United States Army aircraft took off from the Philippines this morning and some points in the Archipelago were bombed [Page 8, Column 3] Singapore and Hong Kong were bombed and a Japanese landing in Northern Malaya and a move on Thailand were reported [Page

nt gave out the lemn appeal to ror Page 12] was the hub of y and news eased there]

au of In- ed to be- 8 Col- ity went public pre- the FBI began the detention of Japanese nationals [Page 1 Column 4]

The unification of the country under the impact of the attack was swift [Page 4, Column 6] Formerly conspicuous isolationists indicated full support for the war effort. [Page 6, Column 4]

Prime Minister Churchill notified Tokyo that a state of war

Continued on Page Two

Lewis Wins Captive Mine Fight; Arbitrators Grant Union Shop

The three-man arbitration board appointed by President Roosevelt to arbitrate the union shop dispute in the captive coal mines last night reversed the decision of the National Defense Mediation Board and ruled that all workers in the captive mines should be required to join John L. Lewis's United Mine Workers as a condition of employment

The decision was made by a two to one vote, with Benjamin F Fairless, president of the United States Steel Corporation, dissenting. The

surances before the decision was rendered that they would accept it as binding

The arbitration award ended a dispute in which Mr Lewis had repeatedly defied the President by calling strikes that menaced the production of steel and that had had its repercussions in the enactment by the House of the Smith anti-strike bill

In explaining his vote for the union shop, Dr Steelman pointed out that 95 per cent of the 53,000

pany observe. in a broadcast y two other ships in P were attacked

The Japanese news a Domei reported that the battleship Oklahoma had been sunk at Pearl Harbor according to a United Press dispatch from Shanghai

[Governor Joseph B Pounder- ter of Hawaii talked with President Roosevelt late yesterday afternoon saying that a second wave of Japanese bombers was just coming over, and the Gov-

Continued on Page Thirteen

unpro- upon the United having been in- se and fraudulent" by for the attack while con- diplomatic negotiations with the professed desire of maintaining peace

But even before he knew of the attack Mr Hull had vehemently brought the diplomatic negotiations to a virtual end with an outburst against Admiral Kichisaburo Nomura, the Japanese Ambassador and Saburo Kurusu special envoy, because of the insulting character of the reply they deliv-

Continued on Page Eleven

"THE HERO THAT WAS!"

NO! YOUR EYES ARE NOT DECEIVING YOU! THIS IS BUCKY BARNES --AND THE YEAR IS-- 1944!

WE DID IT, CAP!

WE KNOCKED OUT THE NAZI GUARDS!

BUT WE'RE STILL NOT IN THE CLEAR, LAD!

THERE'S A GUN-SIGHT AHEAD... ZEROED-IN ON US!

WHAT MORE CAN YOU ASK OF ANY THRILLER, THAN THAT IT IS PRODUCED BY: STAN LEE and JACK KIRBY

INKING: SYD SHORES

LETTERING: ARTIE SIMEK

ON THE *WALL*-- GRAB THOSE *RUNGS*-- SWING YOURSELF *UP!* ***MOVE,*** BOY!

GOTCHA, CAP!

WOW! MISSED US BY A *HAIR!*

MORE SHOTS!! COMING FROM *ALL SIDES!!*

G2'S INFO WAS *CORRECT*--

THE ENTIRE *FORT* IS LINED WITH *ROBOT GUNS!!*

THIS IS *IT,* BUCKY!

EVERY-THING DEPENDS ON THE NEXT FEW *SECONDS!*

I'LL MAKE MYSELF A *LIVING TARGET*-- TO GIVE YOU TIME TO PLANT THE *ELECTRO-BOMB!*

I WON'T *FAIL* YOU, CAP!

REMEMBER OUR *INSTRUCTIONS--!*

ONLY BY PLACING THE BOMB AT A POINT *NEAREST* THE BLASTS CAN IT KNOCK OUT THE ENTIRE *ROBOT MECHANISM!*

YOU'LL HAVE TIME FOR ONLY *ONE TRY!!*

THE VOLLEY'S SPEEDING UP! YOU'VE BEEN HIT!

QUICK! BACK BEHIND MY SHIELD!

NO! IT'S-- JUST A SCRATCH!

IF I DON'T DO IT NOW-- THERE MAY NEVER BE-- ANOTHER CHANCE!

THWHMP!

THERE! IT'S DONE!

IT WORKED!

IT DESTROYED ALL THE WIRING WITHIN THE WALLS!

THE GUNS ARE SILENT! THEY'RE OUT OF ACTION!

THAT MEANS-- OUR MISSION'S ACCOMPLISHED, CAP!

ALL THAT'S LEFT--IS GETTING OUT-- ALIVE!

LISTEN! THE SOUND OF RUNNING FEET!

THEY'RE COMING TO INVESTI-GATE!

LET 'EM COME, CAP! WE'LL TAKE 'EM!

OUR ONLY WEAPON IS--MY SHIELD!

IT'S GOTTEN US OUT OF DEADLY TRAPS *BEFORE!*

LET'S HOPE IT CAN DO IT *AGAIN!*

NOW!

BUCKY! THRU THAT CORRIDOR--THE MAIN *CONTROL UNIT* FOR THE NAZI *COASTAL GUNS!*

IF WE CAN PUT *THAT* OUT OF ACTION--!

LET'S GO!

NOTHING'LL STOP US *NOW!*

BLAM!

ONCE THE COASTAL GUNS ARE *SILENCED--*

IT MEANS THE *ALLIED INVASION* WILL HAVE A *CHANCE!*

SO IT'S UP TO *US* TO SET THE STAGE--FOR *D-DAY!*

DON'T STOP FOR *ANYTHING,* BUCKY!

OUR GREATEST *ASSET* IS-- *SURPRISE!*

DONNERWETTER!! CAPTAIN AMERICA-- UND DER VERDAMMT BUCKY!

THERE ARE ONLY THREE OF THEM, CAP!

ONCE WE GET PAST THEM--!

KRAK!

NO TIME FOR THAT, BOY!

GET THE CAPSULES-- FROM INSIDE YOUR GLOVE!

FTANNG!

THEY MUST BE SHTOPPED-- NO MATTER VOT!!

GUARDS!! VE MUST HAFF MORE GUARDS!! SCHNELL! SCHNELL!!

KRAK!

PRRRRRRRRRR

REMEMBER YOUR TIMING! ONE STRAIGHT-ARM, OVERHEAD THROW--

AND THEN HIT THE DECK!

WE'VE GOTTA LET GO-- AT THE SAME SPLIT-SECOND!

NOW!

--THAT WAS IT, FURY! ONE OF THE LAST MISSIONS WE COMPLETED-- BEFORE I--LOST BUCKY!

YOU WERE EVEN A HOTSHOT IN THOSE DAYS, MISTER!

I REMEMBER HEARIN' THE YARNS ABOUT YA-- WHEN I WAS IN "A" COMPANY!

MOST OF IT I DIDN'T BELIEVE!

IT WAS ALL TRUE-- EVERY LAST, TRAGIC, SOUL-SEARING DETAIL!

YEAH! I KNOW THAT NOW!

IT'S KIND'A HARD TO *REMEMBER* THOSE DAYS-- MORE'N *TWENTY YEARS AGO*-- AND REALIZE THAT YOU'RE THE *SAME* JOE AS BEFORE!

YOU CAN *STILL* PASS FOR A GUY IN HIS EARLY *TWENTIES!*

I *KNOW!* THAT'S PART OF THE STRANGE, UNENDING *TORMENT* I HAVE TO *LIVE* WITH!

IF POOR *BUCKY* WERE ALIVE TODAY-- EVEN *HE* WOULD LOOK *OLDER* THAN I DO!

IT'S ALL BECAUSE OF THE FANTASTIC *ACCIDENT* THAT IMPRISONED ME--*FROZEN ALIVE*--IN A LONELY *ICE FLOE* FOR ALL THOSE INTERVENING YEARS!

THAT'S *OLD HAT* NOW, PAL! EVERYONE *KNOWS* THE STORY!

OTHERS MAY *KNOW* IT-- BUT I HAVE TO *LIVE* IT!

I HAVE TO LIVE IN A WORLD THAT SHOULD HAVE *PASSED* ME BY! TOO *YOUNG* FOR THE GENERATION WHICH SHOULD BE *MINE*--AND YET TOO *OLD* FOR THE ROLE IN WHICH *FATE* HAS CAST ME!

YOU SHOULDA *WARNED* ME, ROGERS --AND I'DA BRUNG MY *CRYING TOWEL!*

FROM WHERE *I* SIT, WHAT'S SO *BAD* ABOUT LOOKIN' LIKE JOE COLLEGE--AND BEIN' ABLE TO *FIGHT* LIKE A WILDCAT--AT *YOUR* AGE?

IN FACT, THAT'S THE *ONE* THING I ALWAYS BEEN MEANIN' TO *ASK* YA--

HOW IN BLAZES DIDJA EVER *TRAIN* YOURSELF TO BE A BLASTED ONE-MAN *ARMY??*

I AINT ABOUT TO *KNOCK* YER HANG-UP, BUT--

THERE'S *PLENTY'A* GUYS *MY* AGE WHO WOULDN'T MIND BEIN' IN *YOUR* SHOES!

EVEN IN THE *OLD* DAYS, YOU NEARLY MADE US *HOWLERS* LOOK LIKE A BUNCH'A WORN-OUT *RE-TREADS!*

IT--WASN'T ENTIRELY-- MY *OWN* DOING--!

NO MATTER *WHAT* I MAY HAVE *BEEN*-- NO MATTER WHAT I AM *TODAY*--OR MAY BECOME *TOMORROW*-- MY DESTINY MUST BE *SHARED*--BY THOSE WHO HAD A *HAND* IN IT!

ALL THOSE COUNTLESS, UNNAMED *SCIENTISTS*-- CHEMISTS--THERAPISTS-- ALL *DEDICATED*--ALL *UNSUNG*--WHO VOLUNTEERED THEIR TIME--THEIR TOIL-- THEIR *GENIUS*--

--SO THAT *CAPTAIN AMERICA* MIGHT LIVE!

MAN! IS *HE* CARRYIN' A KING-SIZE CHUNK OF *MEMORIES* INSIDE'A HIM!

YA CAN ALMOST *SEE* THE PAST COMIN' BACK--WRAPPIN' ITSELF *AROUND* 'IM-- *TRAPPING* HIM LIKE IT *ALWAYS* DOES-- NEVER LETTIN' 'IM GO *FREE!*

I REMEMBER HOW IT ALL *BEGAN!* IT SEEMED LIKE ANY *OTHER* DAY TO ME THEN--HOW COULD I KNOW--HOW COULD I EVEN HAVE *SUSPECTED*--

--THAT I *WAS ABOUT TO BE*-- *REBORN!*

LOOKING AT ME *NOW*, IT MIGHT BE HARD TO *BELIEVE*--

BUT, DURING *WORLD WAR II*, I WAS THE *SKINNIEST, SCRAWNIEST* RECRUIT EVER TO REPORT FOR *INDUCTION*--

AWRIGHT, ROGERS! *YOU'RE* NEXT!

I DON'T *UNDERSTAND* IT, SON!

ARE YOU *SURE* YOU'VE BEEN CLASSIFIED 1-A??

NO, SIR! THEY *WOULDN'T* DRAFT ME! THAT'S WHY I'M *VOLUN-TEERING*!

WHEN I READ WHAT THE *ENEMY* IS DOING-- OVER IN EUROPE-- AND WHAT THEY MIGHT DO *HERE*--

I'M AFRAID THAT'S ALL YOU'LL BE *ABLE* TO DO, MY BOY-- JUST *READ* ABOUT IT!

I *HATE* WAR--AND SENSELESS *BLOOD-SHED*--BUT I CAN'T STAY *BEHIND*--WHILE *OTHERS* DO THE FIGHTING!

YOU'RE MUCH TOO *FRAIL* FOR MILITARY DUTY!

YOU'VE JUST *GOT* TO ACCEPT ME!

SORRY, SON! FOR YOUR *OWN* GOOD-- MY DECISION *STANDS*!

BUT, THERE MUST BE *SOMETHING* I CAN DO-- SOME *PLACE* FOR ME!

I COULDN'T HELP *OVERHEARING*, MISTER!

IF YOU'RE REALLY *SERIOUS* ABOUT WANTING TO PLAY A *PART* IN ALL THIS--?

I *AM*, SIR! I'LL DO ANYTHING-- *ANYTHING*!

WOULD YOU BECOME A *HUMAN GUINEA PIG*-- IN A DEADLY *EXPERIMENT*?

"I *NODDED*--WIDE-EYED--WONDERING WHAT THE COLONEL *MEANT!* AND THEN--"

STEP IN *HERE*, MY BOY!

THE PROFESSOR WILL *EXPLAIN* WHAT THIS IS ALL ABOUT--

PROFESSOR?

SO! YOU HAVE *FOUND* YOUR VOLUNTEER AT LAST, COLONEL!

THAT *VOICE*--THAT *FACE*--THEY CAN ONLY BELONG TO--

PROFESSOR REINSTEIN--THE WORLD'S GREATEST *PHYSICIST!*

IF--IF *YOU'RE* INVOLVED IN THIS--

IT MUST BE A MATTER OF *WORLD-SHAKING IMPOR-TANCE!*

"BUT, AT THAT VERY MOMENT, AN *ENEMY SUB* WAS SILENTLY SLIPPING THRU A DEFENSIVE MINE FIELD JUST OFF THE COAST OF *LONG ISLAND--!*"

PREPARE TO SURFACE!

STOP ALL ENGINES!

UP PERISCOPE!

WE MUST BE *CERTAIN* OUR AGENTS *AWAIT* US ON THE SHORE!

AND THEN--WE *STRIKE!*

AHH! THE FUEHRER'S LOYAL FIFTH COLUMN HAS NOT FAILED US!

THE SIGNAL LIGHTS ARE FLASHING, AS PLANNED!

BRING FORTH HERR KRUGER! HIS MOMENT HAS COME!

ACHTUNG!! HEINZ KRUGER-- KOMEN ZIE HERE!

I AM READY! LAUNCH THE RAFT!

THERE MUST BE NO DELAY!

PROFESSOR REINSTEIN MUST NEVER FINISH HIS PROJECT!

HEIL HITLER!

PROJECT SUPER SOLDIER SHALL BE DESTROYED!

JAWOHL! NONE BUT WE PURE-BLOODED NAZIS ARE THE TRUE SUPER RACE!

HEIL HITLER!

THEY HAVE SEEN OUR SIGNAL!

KRUGER IS IN THE RAFT-- HEADING FOR SHORE!

WE MUST HURRY-- BEFORE THE VERDAMMT COAST GUARD APPEARS!

HERR KRUGER! WE HAVE BEEN WAITING FOR--

SILENCE! THERE IS NO TIME FOR TALK!

ARE ALL PREPARA-TIONS IN ORDER?

JA! EVEN NOW, REINSTEIN BEGINS HIS ACCURSED EXPERI-MENT!

THEN HE HAS ALREADY FOUND HIS SUBJECT!

IT IS EVEN LATER THAN WE THOUGHT!

IT COST THE LIVES OF MANY AGENTS--BUT WE HAVE OBTAINED CREDENTIALS FOR YOU--

CREDENTIALS THAT WILL PERMIT YOU TO BE ADMITTED TO THE INNER CIRCLE --TO WITNESS PROJECT SUPER SOLDIER!

THE FUEHRER HIMSELF WILL BE INFORMED OF YOUR FEAT!

BUT NOW-- IT IS TIME FOR ME TO ACT!

"MEANWHILE--"

EVERYTHING IS IN READINESS, ROGERS!

THE NEXT FEW MINUTES WILL REVEAL WHETHER REINSTEIN'S EXPERIMENT WILL HELP SHORTEN THE WAR--

--OR WHETHER WE ARE DOOMED TO LOSE THE PROJECT--TOGETHER WITH--YOUR LIFE!

"MINUTES LATER, WE STOPPED BEFORE AN INNOCENT-LOOKING ANTIQUE SHOP--"

THOSE GRIM-FACED MEN-- TRYING TO APPEAR CASUAL--

THEY'RE THE ADVANCE GUARD-- STATIONED TO INSURE ABSOLUTE PRIVACY TO THOSE WITHIN!

THE MOST CRUCIAL MILITARY PROJECT OF ALL-- INSIDE OF A SMALL ANTIQUE SHOP?!

ANTIQUES

AH, MR. ROGERS! COME IN--COME IN!

WE HAVE BEEN WAITING FOR YOU!

ROGERS WAS THOROUGHLY BRIEFED, AND IS NOW READY FOR THE EXPERIMENT!

YOU ARE A BRAVE YOUNG MAN, MY BOY!

BUT, I-- STILL DON'T GET IT!

HOW CAN SUCH A MOMENTOUS PROJECT--BE HOUSED IN--A SMALL SHOP LIKE THIS??

NOTHING I'VE SEEN SO FAR SEEMS TO MAKE SENSE!

THAT'S JUST THE WAY WE PLANNED IT, ROGERS!

IN WORK SUCH AS OURS, THINGS ARE SELDOM WHAT THEY SEEM!

THE NAZIS WOULD STOP AT NOTHING TO FIND THIS PLACE --OR TO SABOTAGE THE PROJECT IN WHICH YOU ARE ABOUT TO BECOME THE MOST IMPORTANT ELEMENT!

YOU--WERE WEARING--A DISGUISE!

FORGIVE THE THEATRICS!

I ASSURE YOU--THEY ARE QUITE NECESSARY!

FOLLOW ME, MY BOY!

I SHALL REMAIN HERE-- ON GUARD!

NO ONE WILL BE ADMITTED WITHOUT THE PROPER OFFICIAL AUTHORIZATION --NOT WHILE I LIVE!

PERHAPS *THIS* IS WHAT YOU EXPECTED TO *SEE!*

IT'S *AMAZING!* NO ONE COULD EVER *SUSPECT* A LABORATORY LIKE *THIS*-- ABOVE THAT SIMPLE *SHOP!*

THERE IS *NO* TIME TO LOSE!

THE *HIGHEST-RANKING* GOVERNMENT OFFICIALS ARE NOW ENTERING-- TO *WITNESS* THE EXPERIMENT!

IF WE ARE *SUCCESSFUL,* THIS WILL BE ONE OF THE MOST *MEMORABLE* MOMENTS IN HUMAN HISTORY!

IF--WE ARE SUCCESSFUL!

PLEASE REMAIN SEATED BEHIND THE *GLASS SHIELD,* GENTLE-MEN!

ONCE I LOCK THE DOOR *BEHIND* ME, NO ONE WILL BE PERMITTED TO *ENTER*--OR TO *LEAVE!*

AND NOW, THE *NEXT* VOICE YOU HEAR--WILL BE THAT OF *DR. REIN-STEIN!*

MY FORGED CREDENTIALS HAVE GOTTEN ME *THIS* FAR!

AND SOON--MY SPECIALLY-BUILT *WEAPON* SHALL *PIERCE* THAT VERDAMMT *GLASS!*

GENTLEMEN, THIS DISTINGUISHED YOUNG *VOLUNTEER* HAS ALREADY BEEN INJECTED WITH MY SECRET *SERUM!*

NEXT, YOU SHALL SEE HOW I *SPEED UP* ITS PROCESS-- AND HOW IT WILL AFFECT HIS *BODY CELLS!*

NOW THERE CAN BE *NO* TURNING *BACK!*

OBSERVE! I AM ABOUT TO BOMBARD HIS BODY WITH POTENT, INVISIBLE VITA-RAYS!

AND, ONCE THE PROCESS IS COMPLETED--

THE FRAIL YOUNG MAN WHO STOOD BEFORE YOU--

WILL BE FRAIL AND SICKLY NO LONGER!

INSTEAD, HIS EVERY BLOOD CELL WILL SURGE WITH NEW POWER, NEW VIGOR, NEW VITALITY!

--UNTIL, HE STANDS BEFORE YOU-- THE FIRST OF AN ARMY TO COME--

AN ARMY OF THE MOST PERFECT PHYSICAL SPECIMENS ON EARTH!

IT'S OVER! AND--I'M STILL ALIVE!

PROJECT SUPER-SOLDIER IS A SUCCESS! I KNOW IT! I CAN FEEL IT!

IN A MATTER OF *MINUTES*-- I'VE ACTUALLY BECOME--A *NEW MAN!*

THINK WHAT THIS WILL MEAN TO OUR *NATION!* THINK WHAT IT CAN ONE DAY MEAN TO THE *WORLD!*

MY SERUM WILL VIRTUALLY WIPE OUT *DISEASE*-- *WEAKNESS*-- *INFIRMITY!*

ROGERS IS *NOT* SUPER-HUMAN--BUT HE HAS BECOME A NEARLY *PERFECT* HUMAN BEING!

HE PERSONIFIES THE IDEAL OF--*MENS SANA IN CORPORE SANO*--

A SOUND *MIND*-- IN A SOUND *BODY!*

THE EXPERIMENT MUST BE *ENDED*-- HERE AND *NOW!*

ONLY *REINSTEIN* KNOWS HIS FORMULA-- AND IT MUST *PERISH* WITH HIM!

KRAK!

NONE SHALL LIVE TO OPPOSE THE FUEHRER'S *THIRD REICH!*

MY *FORMULA*--IT CANNOT-- BE *DUPLICATED!*

BUT *YOU*--YOU MUST BE *WORTHY*--YOU MUST ALWAYS DEFEND--OUR *LIBERTY*--!

PROFESSOR!

IT-- IT'S *TOO LATE!* HE'S *GONE!*

CRASH

YOU'RE THE ONE WHO FIRED THE SHOT!

IT WAS YOU WHO DID IT!

I WAS TO BE MERELY THE FIRST--THE FORERUNNER OF A NOBLE EXPERIMENT!

BUT NOW--THERE ARE NONE BUT ME--TO PERPETUATE THE PROFESSOR'S DREAM!

AS LONG AS I LIVE, I'LL DEDICATE MYSELF TO FIGHTING--TO DESTROYING THE ENEMIES OF LIBERTY!

BAH! LIKE ALL FREEDOM-LOVING FOOLS--YOU ONLY TALK--WHILE WE NAZIS ACT!

NOW YOU WILL SHARE THE PROFESSOR'S FATE--!

FASCISTS HAVE ALWAYS MISJUDGED FREE MEN!

NO MAN FIGHTS AS WELL--AS THE ONE WHO BATTLES TO RID THE EARTH OF TYRANNY!

AND THAT SHALL BE MY PURPOSE--MY SWORN DEDICATION--

FOR ALL THE DAYS OF MY LIFE!

"SOON, I DONNED A COLORFUL GUISE, AND ASSUMED A DRAMATIC NAME--ONE WHICH WOULD SERVE AS A LIVING SYMBOL OF AMERICA--THE AMERICA WHOSE FREEDOM I HAD SWORN TO DEFEND--WITH MY HEART, MY HANDS, MY LIFE!"

CAPTAIN AMERICA TRAPS SABOTAGE RING!

CAPTAIN AMERICA FOILS GESTAPO!

NATION WONDERS WHO IS CAPTAIN AMERICA?

DAILY POST-AMERICAN

LATEST EXPLOITS OF ALLIES' GREATEST SPY-SMASHER!

CAPTAIN AMERICA TRIUMPHANT IN SWIFT RAID

18

"IN THE BEGINNING, THE *WAR DEPARTMENT* SUGGESTED I *CONCEAL* MY TRUE IDENTITY AND SO I ENLISTED IN THE INFANTRY AS, PRIVATE *STEVE ROGERS*, FIRST-CLASS *FOUL-UP--!*"

ROGERS! WIPE THAT DUMB-LOOKIN' *GRIN* OFF YER FACE!!

I'LL MAKE A *SOLDIER* OUTTA YA IF IT'S THE *LAST* THING I DO!

"I'LL NEVER FORGET POOR *SGT. DUFFY!* HE'D HAVE BEEN RIPE FOR A *SECTION EIGHT* IF HE EVER FOUND OUT WHO I REALLY *WAS!*"

"THE ONLY ONE WHO *DIDN'T* THINK ME THE WORLD'S MOST PITIFUL PRIVATE WAS *BUCKY BARNES*, THE REGIMENTAL *MASCOT* --A TEENAGER WHO HAD BEEN *ORPHANED* WHEN HIS DAD WAS KILLED IN ACTION--"

DON'T LET THE SARGE GET UNDER YOUR *SKIN*, SOLDIER!

EVERYBODY CAN'T BE *CAPTAIN AMERICA!*

ACCORDING TO *DUFFY*, I COULDN'T EVEN MAKE *CUB SCOUT*, SECOND CLASS!

BY THE WAY-- HAVE YOU SEEN THE LATEST *EDITION?* CAP DID IT *AGAIN!*

BOY! I'D RATHER BE *CAPTAIN AMERICA* THAN ANYONE ELSE IN THE WHOLE DARN *WORLD!*

I WONDER IF ANYONE WILL EVER LEARN WHO HE REALLY *IS?*

NOT TILL HE'S FINALLY *BEATEN*, I GUESS!

GOWAN! NOBODY'S EVER GONNA BEAT *HIM!*

EXTRA

CAPTAIN AMERICA SCORES IN NAZI SPY CAPTURE

I SURE HOPE YOU'RE *RIGHT*, LAD!

"THEN ONE NIGHT, AFTER MONTHS OF SUCCESSFULLY PLAYING MY DOUBLE ROLE, *BUCKY BARNES* UNEXPECTEDLY ENTERED MY TENT--AND THE FATEFUL *SECRET* WAS NO LONGER *MINE ALONE--!*"

BUCKY!

HI! I WANTED TO ASK YOU IF--*STEVE!* IT--IT'S *YOU!!*

YOU'RE CAPTAIN AMERICA!!

"AND, AT THAT CRUCIAL *MOMENT*, I WAS HARDLY IN A POSITION TO *DENY* IT!"

NOW THAT YOU *KNOW*-- WHAT AM I *TO DO* WITH YOU?

I'LL *KEEP* YOUR SECRET, CAP--I *SWEAR* IT!

ALL I *ASK* IS-- LET ME *JOIN* YOU! LET ME BE YOUR *PARTNER!*

I GUESS I HAVE NO *CHOICE!*

"AND SO WAS BORN THE FAMOUS *FIGHTING TEAM* THAT BATTLED TYRANNY AND CRIME IN EVERY CORNER OF THE WORLD--!"

"--UNTIL..."

FINALLY, DURING THE LAST DAYS OF THE WAR-- BUCKY'S LUCK-- RAN *OUT!*

I GUESS 'MOST *EVERYONE* KNOWS *THAT* PART OF THE YARN, STEVE!

I *KNOW* HOW HIS LOSS MUST'A *HIT* YA, FELLA!

I GUESS *EVERY* JOE WHO'S SEEN COMBAT HADDA WATCH A BUDDY DIE--*SOME* TIME OR OTHER!

THERE'S *SOME* THINGS YA CAN *FORGET*-- BUT *THAT* SURE AINT *ONE* OF 'EM!

THANKS FOR STOPPING BY, NICK!

SOMETIMES IT MAKES A MAN FEEL *BETTER*-- JUST TO GET THINGS OFF HIS CHEST!

OKAY, OKAY! JUST SO'S YA DON'T CALL ME *DEAR ABBY!*

I GOTTA GIT BACK TO *SHIELD* NOW!

DON'T WANT THE WHOLE WORLD TO GO *KER-PLUNK*--JUST 'CAUSE OL' FURY AINT KEEPIN' HIS *EYE* ON THINGS!

AND, IF I WAS *YOU*, MISTER-- I'D GO OUT 'N HAVE ME A FEW LAUGHS!

MAYBE *THAT'S* MY PROBLEM!

MAYBE-- AFTER ALL THESE YEARS--I'VE JUST FORGOTTEN *HOW!*

NEXT

SHALL BUCKY LIVE?

CAPT.
AMERICA
12¢ | 110
IND | FEB

TM

MARVEL
COMICS
GROUP

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

SLOWLY, FALTERINGLY, HE WALKS THRU THE NIGHT...

ALONE, SILENT FIGURE...HAUNTED BY THE PAST...

PLAGUED BY MEMORIES SUCH AS FEW HAVE EVER KNOWN...

EVER TORTURED BY DOUBT...YET DRIVEN BY DUTY...

AND NOW HE STANDS BEFORE US...THIS MAN ***STEVE ROGERS!***

GRIMLY, HE FACES THE GIANT, WEATHER-BEATEN *POSTER*...

HIS LIPS REVEAL NO SOUND...HIS EYES NO EMOTION...SAVE A DEEP, UNDYING *LONELINESS*!

AT LAST, THE SOLITARY FIGURE *TURNS*...AND WALKS AWAY... HIS THOUGHTS AS GLOOMY AS THE MISTY NIGHT...

IN PERSON

...UNTIL HE HEARS...

A DULL, MUFFLED *POUNDING*... GETTING *CLOSER!*

GROWING *LOUDER* EACH SECOND ...BEHIND THAT *WALL!*

NOW...THE WALL *ITSELF* IS SHAKING...

IT'S BEGIN-NING TO... *CRUMBLE!!*

TWO GREEN HANDS... SMASHING THRU!!

NO PARK

IT'S-- THE HULK!

GUNFIRE!!

SOMEONE'S SHOOTING AT HIM!

TAKE COVER, MISTER...FAST!

THIS AREA'S UNDER MARTIAL LAW!

THERE HE GOES!

STEVE ROGERS WILL TAKE COVER, ALL RIGHT...

LOANS

BUT CAPTAIN AMERICA WON'T!

AND, EVEN AS THE STAR-SPANGLED *AVENGER* ATTEMPTS TO LOCATE THE SWIFTLY LUMBERING, GREEN-SKINNED TITAN---

SOLDIERS!! ALL AROUND ME!!

BRINGING UP BIG GUN..!

TRYING TO KILL HULK!

SET FOR MINIMUM RANGE... MAXIMUM VELOCITY!

AT MY COMMAND... *PREPARE TO FIRE!*

THERE HE *IS*... ON THE STREET BELOW!

BUT I'LL NEVER *REACH* HIM BEFORE...

FIRE!

HE'S *STRONG* ENOUGH TO *SHRUG OFF* ANY SHELL WE CAN TOSS AT HIM...

BUT NOT EVEN THE *HULK* CAN STAND UP TO A CONCENTRATED BLAST OF PURE *IONIC ENERGY!*

FEAK!

BUT, EVEN AS *CAPTAIN AMERICA* SWINGS DOWN FROM THE ROOFTOPS, *ANOTHER* DESPERATE FIGURE HASTENS TO THE SCENE...

NO!

THEY *MUSTN'T!!* THEY *CAN'T!!*

I--I'M *TOO LATE!* IT... IT'S ALL *OVER!*

HOLD YOUR FIRE! HE MAY STILL BE *ALIVE!* RE-GROUP YOUR MEN AND *FALL BACK!*

DON'T JUST *STAND* THERE, MISTER! YOU CAN CHECK OUT MY AUTHORITY BY CONTACTING *SHIELD!*

YES *SIR!*

WE'VE BEEN *SEARCHING* FOR HIM---FOR *MONTHS!*

---HOPING TO *FIND* HIM---TO *HELP* HIM--- BEFORE SOMETHING LIKE *THIS* COULD HAPPEN!

HE DOESN'T *MEAN* TO CAUSE HARM--- BUT THEY NEVER STOP *HOUNDING* HIM!

CAP! IT'S *ME*... *RICK JONES!* DON'T GO *NEAR* HIM! STAY *AWAY!*

IF--HE *IS* ALIVE---HE'LL WAKE UP.. *UNCONTROLLABLE!*

RICK JONES! THE ONLY *FRIEND* THE HULK EVER HAD!

THE ONLY ONE HE EVER *TRUSTED!*

SKRAWK!

HULK LIVES!!

MEN WILL NEVER TRY TO KILL ME AGAIN!

...GOT TO STOP HIM... SOMEHOW!!

HULK... LISTEN

I WANT TO HELP YOU!

NOBODY HELPS THE HULK!

NO, HULK... NO! HE'S A FRIEND!

CAN'T YOU REMEMBER?

IT'S NO USE!

CAN'T REASON WITH HIM!

WHEW! I THOUGHT I'D NEVER...

RICK! GET BACK! HE'S TOO DANGEROUS!

NO! HE WON'T HURT ME! NOT ME!

GENTLY, SOFTLY, THE TREMBLING YOUTH TRIES TO CALM THE BESTIAL RAMPAGER...

BRIEFLY, A FLICKER OF RECOGNITION SEEMS TO ILLUMINE THE BALEFUL EYES... BUT THEN ...

RICK!

KEEP BACK! LEAVE HIM ALONE!

HE'S JUST... CONFUSED!

NO ONE CAN BEAT HULK!

NO ONE!!

SPLAT!

LOOK! THE IMPACT CAUSED SHOCK WAVES!

THE BUILDING'S STARTING TO CRUMBLE!

IN THE MIDST OF THE CARNAGE AND DESOLATION---IN THE MIDST OF THE RUIN AND RUBBLE...THE INCREDIBLE HULK ROARS HIS DEFIANCE TO THE WORLD ABOUT HIM!

AND THEN---

LOOK! CAP IS CHARGING HIM AGAIN...TRYING TO GET THE KID AWAY!

THE HULK'S BRACING--- TO CRUSH 'IM!

NO! THAT'S NOT WHAT HE'S DOING--!

HE'S LEAPING AWAY!

I'VE GOT YOU, LAD!

YOU'LL BE SAFE NOW!

THE HULK'S GONE--- WITHOUT EVEN REALIZING WHAT HE'S DONE!

HE MEANT NO HARM--- BUT, WITH A CASUAL GESTURE--- HE ALMOST KILLED THIS BOY!

JUST AS MY OWN CARELESSNESS ---ONCE CAUSED THE DEATH OF... BUCKY BARNES!

YOU'LL BE ALL RIGHT, LAD--- ALL YOU NEED IS REST!

BUT, UNTIL WE FIND A WAY TO TAME HIM---

YOU MUST NEVER RETURN TO THE HULK!

HEARTSICK AT THE SUDDEN SURGE OF TRAGIC MEMORIES, CAP HEADS FOR AVENGERS HQ...WITH THE BRUISED AND BATTERED YOUTH---

HE'S YOUNG... AND HEALTHY! HE'LL RECUPERATE *QUICKLY!*

JUST A FEW HOURS *REST* IS ALL HE'LL NEED!

IF ONLY... *ALL* OUR LINGERING ILLS...

...COULD BE SO EASILY *CURED!*

BUT, THERE ARE WOUNDS THAT *NO* AMOUNT OF REST... NO AMOUNT OF *TIME*...

...CAN *EVER* HEAL!

JUST AS THERE ARE *MEMORIES*... THAT CAN *NEVER* BE..ERASED!

SADLY, SILENTLY, HAUNTED BY THE UNDYING PAST, STEVE ROGERS STANDS ...AS THE EVENING SHADOWS DEEPEN ON THE GRIM, GREY STREETS BELOW...

UNTIL... SUDDENLY...

THAT SOUNDED LIKE... A *FOOTSTEP*... *BEHIND* ME!

SOMEONE SWITCHED ON THE *LIGHTS!*

DON'T GET *UPTIGHT,* CAP!

I FOUND THESE THREADS IN THE *CLOSET*... AND THOUGHT I'D TRY 'EM *ON!*

BUCKY'S COSTUME!!

NO! YOU CAN'T *WEAR* IT! *NO ONE* MUST EVER WEAR IT!

I'LL NEVER WATCH *ANOTHER* PARTNER *DIE!*

GET OFF YOUR *SOAPBOX,* MISTER!

RICK JONES JUST AIN'T *BUYIN'!!*

IF I'M NOT *GOOD* ENOUGH TO FILL BUCKY'S BOOTS.. *SAY* SO!

BUT SPARE ME THE *HAMLET* BIT!

SOONER OR LATER, *EVERY-BODY* LOSES SOMEBODY!

YOU'RE NOT THE *ONLY* ONE WHO'S HAD IT TOUGH!

MAYBE I *AIN'T* A BIG, MUSCLE-BOUND *SUPER-HERO...*

BUT IF I *WAS* ...I'D GIVE *ANOTHER* GUY A CHANCE!

I'LL...GET *OUTTA* THIS MONKEY SUIT NOW...!

WAIT, RICK!

MAYBE... I'M *STILL* NOT TOO OLD... TO *LEARN!*

IF THAT MEANS WHAT I *HOPE* IT MEANS..!!

DON'T JUST *STAND* THERE...

PUT ON YOUR *MASK!*

ALERT ALERT ALERT

ALERT ALERT ALERT

THE AVENGER *ALARM!* SOMETHING'S *WRONG!*

LISTEN TO THE *BEEPS!*

THEIR *FREQUENCY* INDICATES THE *TARGET AREA!* ... *READY*, LAD?

READY? I'VE BEEN *WAITING* FOR THIS SINCE THE FIRST TIME I *MET* YOU!

SECONDS LATER, HAVING ANALYZED THE AUDIO-LECTRONIC *MAP COORDINATES*, TWO COSTUMED FIGURES LOWER THEMSELVES INTO A NEARBY *MANHOLE*...

QUICKLY, RICK...

NO MATTER *WHAT'S* BELOW...

WE'LL FACE IT *TOGETHER!*

JUST AS I DID... WITH *BUCKY!*

THERE DOESN'T SEEM TO BE... *WAIT!!*

UP AHEAD! SOMETHING HEADING *THIS WAY!*

SUDDENLY, BEFORE THE STARTLED EYES OF **CAPTAIN AMERICA** AND THE YOUTHFUL **RICK JONES**, A STRANGE AND SAVAGE **ARMY**, COSTUMED AND CRAVEN, SEEMS TO SPRING TO LIFE FROM THE MURKY SHADOWS AND HIDDEN CREVASSES...IN A DEADLY, MERCILESS **ATTACK**--- AS ONLY THE **HORDES OF HYDRA** CAN MUSTER---!

GET 'EM, RICK!

WAIT! WHAT'S WRONG WITH ME? RICK HASN'T THE TRAINING... THE SKILL...FOR A JOB LIKE THIS!!

YET, DESPITE CAP'S FEARS...

DIDN'T EXPECT ME TO COME UP WITH A JUDO TOSS, EH?

THERE ARE ONLY TWO AGAINST US...!

STOP THEM!

RICK! LOOK OUT!

IT'S NO USE! HE CAN'T HEAR ME!

FIRST BUCKY ... NOW RICK!!

I CAN'T LET IT HAPPEN AGAIN!!

I CAN'T!!

INTO THE TUNNEL, RICK! RUN!

SPTANG!

I WANNA STAY...TRY TO HELP!

BUT... CAP MUST HAVE A REASON..!

THE BOY! GO AFTER THE BOY!

CAPTAIN AMERICA CAN-NOT ESCAPE MY STUN RAY!

WE HEAR... AND OBEY!

HAIL HYDRA!!

PHZAT!

HAIL HYDRA! IMMORTAL HYDRA! WE SHALL NEVER BE DESTROYED!

CUT OFF A LIMB, AND TWO MORE SHALL TAKE ITS PLACE!

WE SERVE NONE BUT THE MASTER... AS THE WORLD SHALL SOON SERVE US!

SPEAK, MADAME HYDRA!! WE AWAIT YOUR COMMAND!

NO ONE MUST INTERFERE WITH OUR SUPREME STRATEGY... THE COMPLETE CONTAMINATION OF THE CITY'S WATER SUPPLY!

THEREFORE... DESTROY HIM!

QUICKLY! FOR HE BEGINS TO REVIVE!

REVIVING CANNOT HELP HIM!

NOT WHILE I WEAR A HYDRA POWER VEST!

I WEARY OF YOUR BOASTS!

A TASK MUST BE DONE!

DO IT!

POWER VEST, EH?

I'VE TACKLED WORSE THAN THAT IN MY TIME!

YOU THINK YOU CAN MATCH THE ASSEMBLED MIGHT OF THE *HORDES OF HYDRA?*

MATCH IT, MISTER?

IT'S MY JOB TO *TOP* IT!

AND SINCE YOU'RE SPORTING A SO-CALLED *POWER VEST*...

WE'LL SEE IF IT'S *STRONG* ENOUGH...

TO SMASH YOU THRU THE WALL FOR ME!

I *DID* IT!

BUT *NOW*... I'VE GOT TO GO *AFTER* HIM!

MEANWHILE...

HE JUST WANTED ME IN THE TUNNEL SO I'D BE SAFE!

BUT HE WOULDN'T HAVE WORRIED ABOUT BUCKY...

CAP SUCKERED ME!

AND HE'S NOT GONNA KEEP ME UNDER WRAPS!

SO I'LL JUST DOUBLE BACK AGAIN!

UH OH! I CAN'T!

THEY'VE GOT ME BOTTLED IN!

THEY SEE ME! THEY'RE COMING...!!

I'VE ONLY ONE CHANCE ...OVER HERE!

HE'S GONE! HE TRICKED US!

HE MUST BE UP AHEAD! QUICK... WE DARE NOT LOSE HIM!

...OR WE'LL PAY WITH OUR LIVES!

I WAS LUCKY THAT TIME!

NOW I CAN MAKE IT BACK TO CAP!

THIS IS THE...

OH, NO! NO!!

CAPTAIN AMERICA IS DEAD!

NEVER AGAIN WILL HE MOCK MY POWER VEST!!

I CLAIM HIS SHIELD!

IT IS YOURS!

NOW, ON WITH THE TASK AT HAND!

IT'S MY FAULT!
THEY GOT HIM 'CAUSE HE WAS WORRIED ABOUT ME!
BUT I'LL MAKE IT UP TO YOU, CAP...!
I'LL GET 'EM FOR YOU!!
...NO MATTER WHAT!
RICK... DON'T!! STAY BACK!!
IT'S ME, BOY! I'M ALIVE! DON'T RUN INTO THEM!!
RICK!!
HAH! YOU ALMOST HAD US FOOLED!
BUT YOUR STUPID CONCERN FOR ANOTHER'S WELFARE GAVE YOU AWAY!
AT LEAST... I TURNED THEM FROM RICK!
BUT NOW... I'M DONE FOR... UNLESS I CAN STOP THEM!
EVEN THOUGH HE'S OUT-NUMBERED... YOU'RE NO MATCH FOR HIS FIGHTING SKILL!
QUICKLY... EMPLOY YOUR FLAME BAZOOKAS!
WE'RE TOO LATE!
HE SHATTERED THE WATER PRESSURE PIPES WITH HIS ACCURSED SHIELD!
WE'RE TOO CLOSE TO ESCAPE!!
WE'LL BE WASHED AWAY!
SKASK!
YOU THOUGHT A WITLESS JUVENILE COULD STOP MADAME HYDRA?!!
CAP DID HIS PART!
THERE'S STILL A CHANCE FOR ME... TO PROVE MYSELF...
...IF I CAN STOP THEIR LEADER!
THE TORRENT OF WATER IS SWEEPING AWAY MY TASK FORCE!
SO I MUST ABANDON MY PLANS... FOR NOW!
BUT YOU SHALL NOT REMAIN BEHIND... TO GLOAT!

NO NEED TO WASTE A SINGLE *SHELL*... UPON THE LIKES OF *YOU!*

YOUR ARM, RICK!! STRETCH IT OUT...!!

NO, CAP... *NO!*

WHILE YOU'RE SAVING *ME*... SHE'S RUNNING *AWAY!*

SHUT UP... AND *HANG ON!*

NOW *GET* THIS! IF YOU AIM TO FILL *BUCKY'S* SHOES... YOU'LL DO IT *MY* WAY!

YOU'LL TAKE *ORDERS* LIKE *HE* DID... WITHOUT *QUESTION!*

WE *DID* LICK THEM! WE RUINED THEIR *PLAN*... AND SMASHED PART OF THEIR *HORDE!*

THEIR *LEADER*... *WHOEVER* SHE IS... WAS FORCED TO *FLEE!*

AND, DESPITE THE ODDS, YOU *SURVIVED* YOUR BAPTISM OF FIRE!

...AND YOU *DID* IT... LIKE A *MAN!*

BUT... EVERYTHING I *DID*... WENT *WRONG!*

YOU MIGHTA *LICKED* 'EM... WITHOUT *ME* TO GUM UP THE WORKS!

MAYBE I CAN *NEVER* BE... THE PARTNER *BUCKY* WAS...

BUT *NOTHING'LL* MAKE ME STOP *TRYIN'!*

CAUTION DANGER AHEAD

WRAPPED IN A SILENCE, MORE MEANINGFUL THAN WORDS, TWO WEARY FIGURES SLOWLY MELT INTO THE RAINSWEPT SHADOWS OF THE GATHERING DAWN... AND WHO ARE WE TO SAY WHETHER A LEGEND HAS DIED... OR IS JUST A'BORNING?

CAPT.
AMERICA
12¢ IND.
111 MAR

TM

MARVEL COMICS GROUP

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

STERANKO

PENNY ARCADE

8 SHOTS FOR 25

NO SALE

LEE STERANKO SINNOTT ROSEN in ANOTHER EPIC!

Record YOUR VOICE

JUST IN!! Italian STILETTO FROM .99 SOLD TO ADULTS ONLY!

ELLER KNOWS ALL ALL

10¢

OUTDRAW... TALKING SHE

3 SHOTS 10¢

HE TALKS! TEST YOUR SKILL!

YOUR ORTUNE IS TOLD ON THIS CARD!

NEWSWEEK

TS-ON TARGET-ON TAR

TRIPLE everything

TOMORROW YOU LIVE TONIGHT I DIE!

"TOMORROW YOU LIVE--- TONIGHT I DIE!"

I DON'T LIKE THE *SOUND* OF THAT!

IT'S NOT THE *USUAL* PENNY ARCADE *FORTUNE MESSAGE!*

I'VE HAD A STRANGE *FEELING* ABOUT THIS WHOLE *EVENING*... EVER SINCE *FURY* CALLED AND TOLD ME TO *MEET* HIM HERE!

HE'S *LATE!* AND NICK FURY'S *NEVER* LATE... UNLESS...

THOSE *REFLECTIONS* ---MOVING IN THE *GLASS--!*

IT'S A *TRAP!*

NO *WONDER* NICK'S *VOICE* SOUNDED *DIFFERENT!*

NO *WONDER* HE DIDN'T *SHOW!*

HAIL HYDRA! THIS TIME, CAPTAIN AMERICA SHALL *NOT* ESCAPE!

YOU'RE A *SITTING DUCK* SO LONG AS WE KNOW YOUR *TRUE IDENTITY!*

WHAT *DIFFERENCE* DOES IT MAKE? YOU'RE *ALREADY* DOOMED!

I *KNEW* THE AGENTS OF *MADAME HYDRA* WOULD NEVER GIVE *UP!*

BUT I DIDN'T EXPECT THEM TO STRIKE SO *SOON!*

HE'S *RIGHT!* THE WHOLE *WORLD* KNOWS THAT I'M *STEVE ROGERS!*

NOW LET'S SEE HOW YOU FIGHT WHEN MY *BACK'S* NOT TURNED!

BUT THERE'S A MIGHTY BIG *DIFFERENCE*...

BETWEEN *KNOWING* WHO I AM...

...AND *DOING* SOME-THING ABOUT IT!!

YOU'RE JUST *SMALL POTATOES!*

MADAME HYDRA'S THE ONE I *WANT!*

WHO *IS* SHE??

WHERE DO I *FIND* HER? *TALK!!*

2 3 4 5

FOOL! WE CHOOSE *DEATH* BEFORE BETRAYAL!

PHOT

YOU *DO*? THEN *YOU'RE* THE FOOLS!

HOW CAN YOU BETRAY... A *BETRAYER*??

HE DUCKED BEHIND THAT BOOTH!

A PERFECT PLACE FOR HIM TO DIE!

JUST HAD TIME...TO CATCH MY BREATH!

BUT... CAN'T STAY HERE ANY LONGER!

BEHIND ME... MORE GUNFIRE! THEY PLANNED THEIR TRAP TOO WELL!

IT'S A MECHANICAL COWBOY!

BUT THERE'S NOTHING PHONY ABOUT HIS BULLETS!

OUTDRAW The TALKING SHERIFF

3 SHOTS FOR 1

I HEAR THE OTHERS RUNNING OFF!

THEY MUST FIGURE THE ROBOT CAN FINISH ME ALONE!

BUT THERE'S ALWAYS ONE WAY FOR ME TO STOP HIM...

KLASH

AND HE WILL...IF I LET HIS SHOTS KEEP GETTING CLOSER!

NO SIGN OF THEM NOW!

BUT THE HORDES OF HYDRA WILL NEVER GIVE UP!

I'D BETTER MAKE SURE THAT RICK IS OKAY!

WHATEVER COMES NEXT... WE'LL FACE IT TOGETHER!

MOMENTS LATER... IN A HIDDEN, TORCH-LIT CHAMBER, WE FIND...

HAIL HYDRA! IMMORTAL HYDRA!

WE SHALL NEVER BE DESTROYED!

CUT OFF A LIMB, AND TWO MORE SHALL TAKE ITS PLACE!

BRING FORTH THE ONE WHO FAILED!

BRING FORTH THE ONE WHO ALLOWED THE ACCURSED CAPTAIN AMERICA TO ESCAPE THE TRAP OF MADAME HYDRA!

WE SERVE NONE BUT THE MASTER...

...AS THE WORLD SHALL SOON SERVE US!

BRING HIM FORTH THAT HE MAY LEARN HIS FATE!

THE FATE WHICH I DECREE TO ALL WHO DARE TO FOIL OUR GLORIOUS MASTER PLAN!

MERCY, MADAME... MERCY! I TRIED! I TRIED!

NOW HAND HIM THE HYDRA WARRANT OF DEATH!

NO! NO! NOT THIS! NOT THIS!

YOU DARE SPEAK TO ME OF MERCY?!!

RELEASE THE ROPES! LET HIS HANDS BE FREE!

SEE HOW IT REACTS TO YOUR OWN BODY HEAT...

JUST AS IT WILL DO... WHEN GRASPED BY... CAPTAIN AMERICA!

LATER, IN A PRIVATE *PROJECTION ROOM* AT AVENGERS HQ...

AS YOU CAN *SEE*, RICK... BUCKY WAS JUST ABOUT YOUR AGE AND SIZE!

WELL, AIN'T *THAT* A KICK!

I SURE WOULDN'T WANNA BE GUILTY OF SPOILIN' YOUR WORLD-FAMOUS *IMAGE!*

I THOUGHT IT WOULD BE A *SNAP* FOR ME TO FILL BUCKY'S BOOTS!

MAYBE I *AIN'T* A FULL-TIME *STUNT MAN*, BUT NEITHER WAS *HE* WHEN THEY FIRST TEAMED UP!

BUT, I FORGOT HOW MANY *YEARS* THEY WERE TOGETHER... HOW MUCH HE HAD TIME TO *LEARN!*

IF ONLY THERE WERE SOME WAY TO BUILD UP HIS *CONFIDENCE*..

...WITHOUT MAKING HIM TACKLE *DANGERS* THAT HE'S STILL NOT READY TO *HANDLE!*

THE BOY'S *UPSET!*

EVERY TIME I I MENTION *BUCKY*, RICK THINKS I'M PUTTING *HIM* DOWN!

BUT, HOW *ELSE* AM I TO *TRAIN* HIM... TO TEACH HIM BUCKY'S *BATTLE TRICKS?*

WHERE DO *I* COME OFF TRYIN' TO BE A HOT-SHOT *OVER-NIGHT?*

HAVE TO SNAP HIM *OUT* OF IT!

C'MON, RICK... IT'S TIME FOR A *WORKOUT* IN THE *GYM!*

OKAY, CAP!

I *KNOW* HE RESENTS LIVING IN SOMEONE ELSE'S *SHADOW!*

AND YET, I *CAN'T*... I *WON'T* ERASE THE MEMORY OF BUCKY BARNES!

HOW'S *THIS*, MISTER?

I'VE BEEN *PRACTICING* IT FOR DAYS!

YOU GET "A" FOR *EFFORT*, LAD!

BUT YOU *FORGOT* THE MOST *IMPORTANT* THING...

WE'RE DOING *COMBAT* GYMNASTICS!

ACROBATIC ABILITY IS ONLY *HALF* OF IT!

YOU HAVE TO *LAND* IN SUCH A WAY THAT YOU'RE INSTANTLY READY TO *ATTACK!*

WATCH *ME!*

BE READY TO *CHANGE DIRECTION* IN A SPLIT-SECOND!

AND, WHEN YOU *LAND*...

HUG THE GROUND... SO YOU'LL BE A TOUGH *TARGET* FOR ANYONE WITH A *BEAD* ON YOU!

AND *THEN*...

USE YOUR *MOMENTUM* TO SPRING UPRIGHT... *FAST*... READY TO *MOVE!*

BY NOT BREAKING STRIDE, YOU KEEP YOUR *OPPONENT* OFF BALANCE!

THE WHOLE *TRICK* IS TO IMMEDIATELY SWITCH FROM *DEFENSE* TO *OFFENSE*...

...SO THAT ONLY *YOU* CAN KNOW WHAT'S COMING *NEXT!*

EVERY TIME I THINK I'M *GETTING* IT... HE MAKES ME FEEL LIKE A *STUMBLE-BUM!*

HOW DID *BUCKY* EVER MAKE THE GRADE?

OKAY, RICK! TRY IT *AGAIN!*

GIMME A *RAIN CHECK,* CAP! I GUESS I'M KINDA *BUSHED!*

I'M GONNA GRAB SOME *SHUT-EYE!*

WHY DON'T I *FACE* IT?

COMPARED TO *CAP*... OR EVEN *BUCKY*... I'M JUST A *ZERO!*

IT'S ALL I *EVER* WAS...

...AND IT'S ALL... I'LL EVER *BE!*

HOURS LATER...

BRRINNNGG

SOMEONE SLIPPED A *NOTE* UNDER THE DOOR!

I THOUGHT THIS KINDA STUFF WENT *OUT* WITH THE SATURDAY MATINEE *SERIALS!*

CAP *TOOK OFF* A WHILE AGO! BUT, IF I'M STILL SUPPOSED TO BE HIS *PARTNER*...

CAPTAIN AMERICA... *URGENT!*

I BETTER OPEN IT *MYSELF!*

THERE'S-- *GAS* IN THE ENVELOPE! TOO LATE TO HOLD MY BREATH! I CAN *FEEL* IT... ENTERING MY NOSE... MY MOUTH... IT'S SWIRLING AROUND IN MY *BRAIN*... LIKE A WHIRL-POOL! I-I'M BEGINNING TO *SEE* THINGS... LIKE IN A STRANGE, MAD, PSYCHEDELIC *NIGHTMARE!* I'M ON A GREAT, LONELY PLAIN... RUNNING... RUNNING... WITH GIANT *EYES* PEERING DOWN...

...THEY'RE *MOCKING* ME... WAITING FOR ME TO REACH THE *EDGE*... OF *WHAT??* AND NOW... NOW THAT I'VE *REACHED* IT... I KNOW AT LAST... THERE'S SOMETHING... *BEHIND* ME...!!

HE WANTS ME TO ***RUN***... TO ENTER THAT ***DOOR*** WHICH STANDS ALONE... IN THE MIDDLE OF ***NOWHERE!*** I MUST DO AS HE COMMANDS... I MUST ***OPEN*** THE DOOR, AND SOMEHOW... SOMEHOW... I MUST ***FACE*** WHAT I'LL FIND ***INSIDE***...

IT'S ***BUCKY!*** JUST AS IT'S ***ALWAYS*** BEEN BUCKY! THE ***ONLY ONE*** I HAVE TO FEAR... THE ONLY ONE WHO CAN ***DESTROY*** ME! BUT I WON'T ***LET*** HIM! ***I'M*** THE ONE WHO'S ALIVE! BUCKY IS ***DEAD!*** ***DEAD!*** ***DEAD!!***

SOMETHING WENT *WRONG!* IT'S NOT *CAPTAIN AMERICA!* IT'S THE *KID!*

MADAME HYDRA WILL HAVE OUR *HEADS* FOR THIS!

DON'T *PANIC*, YOU FOOL! WE *STILL* HAVEN'T FAILED!

TAKE HIM! HE'LL SERVE US AS A *DECOY!*

NOW WE *KNOW* THE SHIELD-SLINGER WILL SOON BE *AFTER* US!

HAVE TO *HURRY*... IN CASE HE COMES BACK TOO *SOON!*

AT THAT VERY MOMENT, A WEARY *STEVE ROGERS* LEAVES HIS CAR IN THE GARAGE *BELOW*...

PERHAPS I'VE BEEN TOO *TOUGH*, WITH RICK!

YET, *ONE* MISTAKE COULD MEAN HIS *LIFE!*

I'LL HAVE ANOTHER *TALK* WITH HIM IN THE MORNING... TRY TO *EXPLAIN* AGAIN...!

SOMEONE'S COMING!

QUICK! THE CAR'S JUST OUTSIDE!

I THOUGHT I *HEARD* SOMETHING!

MAYBE HE'S STILL *AWAKE!*

IS THAT *YOU*, SON? ARE YOU *UP?*

WAS THAT A *DOOR* SLAMMING?

WHAT'S *THIS*... ON THE *FLOOR?*

AN *ENVELOPE*... ADDRESSED TO *ME!*

RICK MUST HAVE *OPENED* IT!

BUT WHAT'S THIS STRANGE, PUNGENT *ODOR??*

AND *WHERE* IS RICK?

FOOTSTEPS... RUNNING OUTSIDE!

IT CAN ONLY MEAN *ONE THING*...

THEY'VE CAPTURED RICK JONES!

LIKE A MAN *POSSESSED*, THE COSTUMED *AVENGER* HURLS HIMSELF THRU THE SITTING ROOM WINDOW IN THE DIRECTION OF THE HASTY *FOOTSTEPS* HE HEARS BELOW--- HEEDLESS OF THE *DANGER*--- HEEDLESS OF THE *ODDS* AGAINST HIM--- *ONE* ACHING THOUGHT RAGING OVER AND OVER IN HIS ANGUISHED MIND--- *HIS PARTNER MUST NOT DIE AGAIN!!*

HE'S FOUND US! STOP HIM!

BEHIND ME... A HAMMER BEING COCKED!

KLIK

WE CAN'T STAY HERE ANY LONGER! HE'S TOO DANGEROUS!

HURRY!! WHAT ARE YOU WAITING FOR?

HE'S GOT NUMBER SEVEN!

KRAK

CAN'T TAKE A CHANCE OF HIM TALKING!

OKAY... STEP ON IT!

THEY SHOT ONE OF THEIR OWN...

JUST TO SILENCE HIM!

WHEN I THINK... KILLERS, AS BLOODTHIRSTY AS THAT... HAVE MADE OFF WITH RICK..!!

AND IT'S ALL MY FAULT!

I SHOULD NEVER HAVE GIVEN UP MY SECRET IDENTITY!

I'VE MADE IT TOO EASY FOR MY ENEMIES TO FIND ME... TO ATTACK ME!

AND, EVEN AS THE ANGUISHED AVENGER SUFFERS THE PAIN OF *SELF-REPROACH*---

THE *BOY* CANNOT THREATEN US!

THE *SPECTRO-RAY* REVEALS HE CARRIES *NO* HIDDEN WEAPONS!

HAIL HYDRA!

WE AWAIT YOUR NEXT *COMMAND!*

SHALL WE SPEEDILY *DISPOSE* OF OUR HELPLESS TEENAGE *CAPTIVE?*

DO WHAT YOU *WILL!* HE NO LONGER *MATTERS!*

OUR *MAIN TARGET* IS CERTAIN TO RETURN TO THE *AMUSEMENT ARCADE*... FOR A *CLUE* TO OUR WHEREABOUTS!

THE *MAN-KILLER* WILL ENSURE THAT HE IS NOT *DISAPPOINTED!*

DESPITE HIS *YOUTH*, THE BOY IS A *HEAVY BURDEN* TO CARRY SO FAR!

WHY NOT *REST* FOR A WHILE? THE *DISPOSAL ROOM* CAN WAIT!

GOOD! SOON AS HE PUTS ME *DOWN*...I MAKE MY *BREAK!*

SECONDS LATER---

THE PRISONER HAS *ESCAPED!*

WE THOUGHT HIM *UN-CONSCIOUS*... BUT, WHEN WE MOMENTARILY *RELEASED* HIM---

BUNGLER! SAY NO *MORE!*

HE MUST BE *FOUND!*

THE BOY *HIMSELF* IS OF *NO* IMPORTANCE!

BUT, IF HE SHOULD WARN *CAPTAIN AMERICA*...

YOU PAY WITH YOUR *LIVES!*

THIS IS MY *CHANCE*... TO PROVE I'M *WORTH* SOMETHING TO *CAP!*

I'VE GOTTA *REACH* HIM AT THE ARCADE--- GOTTA *WARN* HIM---*HELP* HIM!

IF I FUMBLE THE BALL *NOW*...

...IT MEANS WE'VE *HAD* IT!

BUT, BEFORE THE DES-PERATE YOUTH CAN MAKE GOOD HIS ESCAPE, A SILENT COSTUMED **FIGURE** REACHES HIS FATE-FUL GOAL...

FRIEND

I ***MUST*** FIND A LEAD TO HYDRA'S WHERE-ABOUTS...

AND, WHAT BETTER PLACE TO LOOK THAN ***HERE***... WHERE IT ALL ***BEGAN!***

SKIAK!

I..STUMBLED INTO...A ***TRAP!!***

BEHIND ME... MUFFLED ***FOOTSTEPS...***

...GETTING ***CLOSER...*** ***CLOSER..!***

I THREW MYSELF ***FORWARD---JUST*** IN ***TIME!***

BUT...HE SHATTERED THE ***TRAP*** WITH JUST ***ONE BLOW!***

FRAGILE

BTOWG!

WHOEVER--- ***WHATEVER*** ---HE MAY BE...

HE POSSESSES THE ***POWER*** OF A ***DOZEN MEN!***

I-AM-THE-MANKILLER!

CREATED-FOR-ONE-PURPOSE-ONLY--

TO-DESTROY-THE-ENEMIES-OF-HYDRA!

AN ARMORED ROBOT... DESIGNED AS A MAN-SHAPED INSTRUMENT OF DEATH!

EVEN NOW... AS HE BRACES TO ATTACK...

HIS ARMS HAVE SPOUTED METAL SPIKES!

BUT, WHATEVER ONE MAN CAN DESIGN---

ANOTHER CAN DODGE!!

BLAST!

FLANG!

AND SO, THE FIGHT RAGES ON...MAN VERSUS MACHINE...SINEWS OF FLESH AND BLOOD VERSUS CIRCUITS OF WIRE AND STEEL...WHILE, A SHORT DISTANCE AWAY, WE FIND...

THEY MENTIONED AN AMUSEMENT ARCADE!

I'LL START WITH THE BIGGEST ONE AROUND... NOT TOO FAR FROM HERE!

BUT... WHAT IF THERE ISN'T ENOUGH TIME?

WHAT IF... I'M JUST... TOO LATE??

THE BOY COULD NOT HAVE REACHED CAPTAIN AMERICA YET, MADAME!

NEVERTHELESS, WE TAKE NO CHANCES!

DRIVE ON!

WHILE, BACK AT THE ARCADE...

THE MURDEROUS *MANKILLER* HARNESSES HIS ELECTROSTATIC *ENERGY*...

--FOR *ANOTHER* SENSES-SHATTERING *ATTACK*..!

KRAKK!

I'VE *GOT* TO MAKE IT TO THE *ROOF!*

I NEED ROOM TO *RUN*... TO *MANEUVER*...

FASTER!! HE'S COMING *AFTER* ME!

SPANG!

ALL THE *TACTICS*... I TRIED TO DRUM INTO *RICK*...

I NEED THEM NOW *MYSELF!*

ONLY MY *SKILL*... MY BATTLE *SAVVY*... CAN PULL ME *THRU!*

ALMOST *THERE!*

JUST ANOTHER *BLOCK!*

HURRY! IT'S JUST AROUND THE *CORNER!*

SHOOOK!

IN HIS *CHEST*... MECHANICAL *VENTS* SLIDING OPEN!!

MINIATURE *MISSILES* INSIDE OF THEM!

IF I CAN *BLOCK* THEM---WITH MY *SHIELD*... CAUSE THEM TO *BACKFIRE*...!!

MMMFF

OOM!

HE'S *FINISHED!*

WHAT'S *THAT* FALLING FROM INSIDE MY *GLOVE!*

IT'S...THE *FORTUNE-TELLING CARD!*

HOW DID IT *READ* AGAIN??

"TOMORROW YOU LIVE! TONIGHT I *DIE!*" SUDDENLY, THE WORDS COME *BACK* TO THE WEARY ADVENTURER...AS HE WATCHES...AND WAITS...AND WONDERS...UNTIL...

BELOW ME--- *MADAME HYDRA!*

CAP! CAP! *RUN!* GET OFF THE *ROOF!*

RICK *ESCAPED* THEM ---AND DOUBLED *BACK* ...TO *WARN* ME!

HE *PROVED* HIMSELF! ---PROVED HE'S GOT WHAT IT *TAKES!*

GUN-FIRE!! ALL *AROUND* ME! I'M *TRAPPED!*

KRAK! KRAK!

KA-BUK-KA-BUKKA!

KLUPPA THOWW

HE'S HIT!

EAST RIVER W

WE GOT *HIM!*

NOW... IT'S *MY* TURN...TO *PROVE* MYSELF!

HE MUST BE *MAD!*

HE *CAN'T* DIVE THRU OUR *FIRE!*

CAP!

HE...HE LEAPED RIGHT *INTO* A HAIL OF *BULLETS!!* ---WHY DID HE *DO* IT? *WHY??*

WHY??

HE'S *DONE FOR!!* HE *COLLAPSED*... IN *MID-AIR!!*

OUR EVERY SHOT WENT *TRUE*...WE *SAW* IT...WE SAW HIM *HIT!*

SIRENS! THE *POLICE* WILL SOON BE HERE!

DISPERSE! LOSE YOUR-SELVES IN THE *DARK!*

THIS HAS BEEN OUR NIGHT OF *GLORY!*

HAIL HYDRA!

WE'RE TOO *LATE!* NOBODY'S *HERE!*

WAIT! WHAT'S *THAT*...FLOATING IN THE *WATER?*

GRAPPLING RODS... QUICK!

WE'VE GOT TO *GET* IT...BEFORE IT *SINKS!*

IT *LOOKS* LIKE...PART OF A *COSTUME!*

CHIEF! THE SARGE JUST FOUND ...SOME KINDA *MASK!*

'FRAID *NOT,* SON! HIS *HELMET*.. HIS *SHIRT*... ALL RIDDLED WITH *HOLES!*

IS THERE ...ANY *HOPE?*

IT'S GOT THE *FEATURES* OF...*STEVE ROGERS!*

BUT... THAT MEANS ...*ONE* THING...

STEVE ROGERS WAS A FALSE IDENTITY!

BUT THEN... *WHO WAS THE REAL CAPTAIN AMERICA??*

PERHAPS WE WILL LEARN... NEXT ISSUE!

CAPT.
AMERICA
12¢ 112
IND APR

TM

MARVEL
COMICS
GROUP

APPROVED BY THE COMICS CODE AUTHORITY

CAPTAIN AMERICA

TM

ALBUM ISSUE!

A MIGHTY MARVEL SPECIAL--IN TRIBUTE TO THE GLORY-STUDDED CAREER OF... CAPTAIN AMERICA

LEST WE FORGET!

ALL THAT REMAINS IS--HIS COSTUME!
CAP IS LOST!
A
REUNITING ONCE AGAIN THE TITANIC TALENTS OF:
STAN (THE MAN) LEE
and
JACK (KING) KIRBY
GEORGE TUSKA, INKER
ARTIE SIMEK, LETTERER
SO UNEXPECTED, SO TOTALLY SHOCKING HAVE BEEN THE LATEST DEVELOPMENTS IN THE LEGEND OF CAPTAIN AMERICA, THAT YOUR BULLPEN FEELS COMPELLED TO PRESENT THIS UNIQUE SOUVENIR ISSUE--

WHAT ABOUT HIS *BODY?*

IT COULDN'T JUST HAVE *VANISHED!*

THE REPORT FROM THE *LAUNCH* SAYS THE TIDES ARE RUNNING *FAST--*

HE'S PROBABLY BEEN SWEPT OUT TO *SEA* BY NOW!

THEN-- IT'S FINALLY *OVER!*

THE HORDES OF *HYDRA* HAVE *FINISHED* HIM AT LAST!

IT WAS *BOUND* TO HAPPEN-- SOONER OR LATER!! AND YET--

WHEN THE NEWS GETS *OUT*--IT'S A STORY THAT'LL *ROCK THE WORLD!!*

CAPTAIN AMERICA IS-- DEAD!!

A SHORT TIME LATER, AS ONE LONE COSTUMED FIGURE STANDS GUARD AT AVENGERS HEADQUARTERS--

THE SPECIAL *PHONE!*

IT MUST BE SOMETHING HIGHLY *URGENT!*

WHY DO I HAVE THIS DREAD *PREMONITION--*

THIS SENSE OF IMPENDING *TRAGEDY?!?*

I HAVEN'T BEEN ABLE TO *SHAKE* THE FEELING-- SINCE *CAPTAIN AMERICA* FAILED TO MAKE HIS LAST TWO *REPORTS!*

YES, THIS IS IRON MAN!

I'M TAKING OVER CAP'S TOUR OF DUTY WHILE-- WHAT?!!

TONIGHT.?? AT THE RIVER.?? GUNNED DOWN BY HYDRA ASSASSINS.??

YOU SAY-- THERE ISN'T ANY DOUBT??

YES! THE AVENGERS-- WILL MAKE-- THE FINAL ARRANGE-MENTS!

HE DIED--AS HE LIVED--FIGHTING FOR JUSTICE-- TILL THE END!

AND NOW-- THE MOST PAINFUL DUTY OF ALL--

WHEN AN AVENGER-- IS LOST--THOSE WHO SURVIVE-- MUST CLOSE HIS FILE!!

VISA-FILE CAPTAIN AMERICA

HIS WAS THE LONGEST-- THE MOST GLORIOUS RECORD OF ALL!

IT HAD ITS BEGINNING MORE THAN TWO DECADES AGO--AT THE START OF WORLD WAR II--

CAP WAS ALWAYS RELUCTANT TO TALK ABOUT HIS PAST--

BUT I STILL REMEMBER THE NEWS ACCOUNTS OF THE RED SKULL'S GIANT DRILL--!

RE: CAPTAIN AMERICA AND BUCKY

DATELINE: 1941

CASE OF THE GIANT POWER DRILL

SUSPECT: THE RED SKULL

APPREHEND WITH ALL ACCOMPLICES

WHEN OPERATIONAL, IT CAN BORE THRU SURFACE OF CITY AND CAUSE GREAT STRUCTURAL DAMAGE-- MASS CASUALTIES

CLICK!

IRT SUBWAY

"THOUGH THE ODDS SEEMED INSURMOUNTABLE, CAP--AND HIS YOUTHFUL PARTNER, BUCKY--SAVED THE CITY FROM CERTAIN DEVASTATION--!"

"FINALLY, WITH HIS DEADLY HENCHMEN OUT OF ACTION, THE *RED SKULL* TRIED A DESPERATE *ESCAPE*--"

"BUT THE TWO INTREPID *SENTINELS OF LIBERTY* WERE MORE THAN EQUAL TO THE TASK--"

"AND SO THEY SCORED ONE OF THEIR *EARLIEST*, AND MOST *DRAMATIC* VICTORIES!"

"NEVER, WITHIN HUMAN MEMORY, HAD *ANY* COSTUMED ADVENTURERS BATTLED SUCH *BIZARRE* AND *DEADLY* FOES!"

"FOES SUCH AS THE BLUDGEONING *BUTTERFLY*, WHO MET DEFEAT AT THE HANDS OF HIS INTENDED *VICTIM*!"

"STUDENTS OF *CRIME* STILL SPEAK IN HUSHED WHISPERS ABOUT THE ORIGINAL *RING-MASTER OF EVIL* WHOSE TRAVELING CIRCUS WAS JUST A COVER-UP FOR THE MOST VICIOUS *NAZI SPY RING* OF ITS DAY--!

"BUT *CAP* SOON PUT IT OUT OF ACTION, JUST AS HE CRUSHED THE SINISTER *UNHOLY LEGION OF BEGGARS* WHICH HELD AN ENTIRE *CITY* IN A GRIP OF FEAR!"

"AND, THERE WERE SO MANY, MANY, *OTHERS*--"

"FROM THE MADDENING MENACE OF THE *WHITE DEATH*, WHO STALKED A GHASTLY CASTLE--"

"--TO THE STRANGE, MACABRE *TOADMAN*-- CAP NEVER *SHIRKED*-- HE NEVER *FALTERED*-- HE NEVER SOUGHT REWARD!"

"THEN, WHEN THE *UNITED STATES* ITSELF ENTERED WORLD WAR TWO, *CAPTAIN AMERICA* AND *BUCKY* WERE EVER IN THE *THICK* OF IT--"

"HOW MANY WORDS HAVE BEEN *WRITTEN* --HOW MANY *PAGES* PRINTED--EXTOLLING THEIR COUNTLESS COMBAT EXPLOITS?!?"

"BUT, NOT EVEN ONE OF THE MOST RENOWNED *PARTNERSHIPS* IN ALL ADVENTUREDOM WAS DESTINED TO LAST *FOREVER!*"

"SUDDENLY, STARTLINGLY, AS THE WORLD-WIDE CONFLICT WAS NEARING ITS INEVITABLE END, *ZEMO* APPEARED!"

"*ZEMO*, THE MYSTERIOUS, MASKED, NAZI *MASTER-FIEND!*"

"ZEMO--THE HATE-OBSESSED HITLERPHILE WHO CAUSED CAPTAIN AMERICA TO FACE HIS MOST DISASTROUS DEFEAT--"

"A DEFEAT WHICH HAD ITS TRAGIC BEGINNINGS IN A SECRET ENEMY DRONE PLANE--A PLANE WHICH CAP AND BUCKY HAD BEEN ORDERED TO DESTROY--NEVER SUSPECTING THAT IT WAS PART OF A DEMONIACAL, DEADLY TRAP--!"

"AND SO--THE STAGE WAS SET--FOR MONUMENTAL TRAGEDY--!"

"IT STARTED WITH A DEAFENING ROCKET'S ROAR--AND A VALIANT, SUICIDAL CHARGE--!"

"AND THEN IT WAS--THAT *CAPTAIN AMERICA* HEARD THE FATEFUL *SOUND*--"

"THE SOUND OF--A TICKING *BOMB!*"

"FRANTICALLY, HE TRIED TO WARN HIS YOUTHFUL PARTNER--BUT THE WARNING--CAME--*TOO LATE!!*"

"NOT EVEN THE STEEL-SINEWED FINGERS OF *STEVE ROGERS* COULD MAINTAIN HIS *GRIP* UPON THAT SLIPPERY, OIL-SPAT-TERED *WING*--"

"AND SO--"

"ONLY *BUCKY* WAS ABOARD--"

"WHEN THE BOOBY-TRAPPED SHIP *BLEW UP!!*"

"AS FOR THE GRIEF-STRICKEN MAN, KNOWN THRUOUT THE GLOBE AS AMERICA'S FIGHTING *SENTINEL OF LIBERTY*--"

"--THE WORLD WAS DESTINED TO HEAR OF HIM *NO MORE*--FOR TWO FATEFUL *DECADES*--AS THE SILENT CURRENT RELENTLESSLY PULLED HIM OUT TO SEA--"

"BUT, AFTER A HIATUS OF *TWENTY YEARS*--AN INSCRUTABLE *FATE* CAUSED A NEVER-TO-BE-FORGOTTEN *MEETING* TO OCCUR--"

"AS *NAMOR THE FIRST*, PRINCE OF ATLANTIS, SURFACED IN THE ICY, ARCTIC SEA--"

"NAMOR THE FIRST-- LORD OF THE UNDERSEA REALM! NAMOR--THE SUPER-POWERED SUB-MARINER!!"

"PAUSING, AFTER AN EPOCHAL JOURNEY THE AWESOME AMPHIBIAN OBSERVED A FIGURE, FROZEN IN ICE--WORSHIPPED BY THE PRIMITIVE ESKIMOS--"

"NAMELESS *RAGE* SOON FILLED HIS REGAL BREAST--"

"FOR, WAS NOT *HE ALONE* THE TRUE *SUB-MARINER*??"

"AND SO, A *'NATIVE GOD'* WAS RUDELY *TOPPLED!*"

"BUT, DRIFTING SLOWLY INTO THE *WARMER,* SOUTHERN SEAS--THE ICE FINALLY *MELTED,* AND THE MOTIONLESS FIGURE FLOATED *FREE*--UNTIL--"

"THE MIGHTY *AVENGERS,* IN A PROWLING *SUBMARINE,* MADE THE MOST SENSATIONAL *DISCOVERY* OF THE DECADE--"

Times-Journal

NEWS-M

CAPTAIN AMERICA RETURNS!

HE'S ALIVE

THAWED FROM ICE-BLOCK

POST-RECORD

FINAL

AVENGERS ON HIGH SEAS, BRING CAPTAIN AMERICA TO LIFE!

FROZEN-ALIVE FIGURE REVEALED AS VANISHED HERO OF WORLD WAR TWO

SCIENCE AMAZED! FREEZE KEPT HIM FROM AGING!

PRESS

MISSING SINCE WORLD WAR II.

"AND SO, A LEGEND LIVED AGAIN!!"

"BUT, WITHOUT HIS YOUTHFUL *PARTNER*, CAP WAS SOON TO FIND *NEW* ALLIES, SUCH AS THE *AVENGERS* THEMSELVES, AND--"

SHIELD

ARMS TESTING

"COLONEL *NICK FURY*, THE HARD-BITTEN, TWO-FISTED, FIGHTING DIRECTOR OF *SHIELD*--"

"LIKE SO *MANY* WORLD-FAMED ADVENTURERS, THEIR LIVES AND EXPLOITS WERE DESTINED TO BECOME DRAMATICALLY *INTER-MINGLED*--"

"WHILE THE MOST *POWERFUL* ELEMENT LINKING CAPTAIN AMERICA TO SHIELD SOON PROVED TO BE--"

"--A COURAGEOUS, CAPTIVATING *FEMALE* NAMED *SHARON CARTER*--BETTER KNOWN TO FURY'S FILES AS-- *AGENT THIRTEEN!*"

SHIELD AGENT 13

"*SHARON CARTER*-- THE GIRL WHO WON STEVE'S *HEART!*"

"HOW MANY *TIMES* HAD THE RED-WHITE-AND-BLUE *AVENGER* COURTED DEATH ITSELF TO FIGHT SIDE-BY-SIDE WITH THE GIRL HE *LOVED?*"

"--SUCH AS THE TIME HE DARED FACE THE WRATH OF *MODOK* HIMSELF!"

"*MODOK*--MONSTROUS RULER OF THE SECRET ARMY KNOWN AS *A.I.M.!*"

"*MODOK*--WHO HAD NEVER BEFORE BEEN *DEFIED*--LET ALONE *DEFEATED!*"

"*MODOK*--WHOSE HIGHLY-TRAINED, MURDEROUS *AGENTS* WERE AMONG THE MOST *FEARED* FIGHTING MEN ON EARTH!"

"BUT, FEAR WAS A *STRANGER* TO THE MAN CALLED *CAPTAIN AMERICA*--"

"AND SO, TODAY, *MODOK* AND HIS MURDERERS MENACE THE WORLD *NO MORE!*"

"IT FINALLY SEEMED AS THOUGH THE *HAPPINESS*, WHICH HAD BEEN SO LONG *DENIED* TO STEVE ROGERS, MIGHT BE HIS *AT LAST!*"

"TOGETHER WITH THE GIRL HE LOVED, HE MIRACULOUSLY LEAPT FROM *TRIUMPH* TO *TRIUMPH*--"

"UNTIL IT SEEMED THAT *NO* FOE COULD BEAT HIM--*NO* DANGER COULD *STOP* HIM!"

"--NOT EVEN WHEN THE VERY *EARTH* EXPLODED BENEATH THEIR FEET--"

"--AND ONE OF THE MOST MANIACALLY *MACABRE* MENACES OF ALL ERUPTED INTO VIEW--"

"IT WAS *THEN*--AS A SHOCKED HUMAN RACE WILL NEVER *FORGET*--THAT THE *RED SKULL'S* MOST CATACLYSMIC CREATION THREATENED TO *DESTROY ALL OF MANKIND!!*"

"AND THERE WAS NONE BUT *CAPTAIN AMERICA* TO OPPOSE HIM!"

"NONE BUT THE INDOMITABLE *SENTINEL OF LIBERTY*--AND A FRAIL THOUGH VALIANT *FEMALE* WHO WOULD NEVER LEAVE HIS SIDE--TO FACE THE BLUDGEONING, ALMOST INCONCEIVABLE *POWER* OF--"

"--THE FANTASTIC **FOURTH SLEEPER!**"

"BUT, THE COURAGE, THE DEDICATION, THE INCREDIBLE *SKILL* OF THE SHIELD-SLINGING SENTINEL *SMASHED* THE FINAL SLEEPER-- AND A HOST OF *OTHER* COLORFUL FOES AS WELL--FOES SUCH AS *BATROC, THE LEAPER*--"

"AND THE TANTALIZING *TUMBLER*--"

"NOT TO MENTION THE ALWAYS DANGEROUS *SWORDSMAN*--"

"--OR, SUCH SUPER-POWERED MENACES AS THE *LIVING LASER!*"

"WHERE *OTHER* MEN MIGHT *FALTER*--SUCH AS THE TIME STEVE SEEMED *TRAPPED* BY THE RED SKULL'S BAND OF MERCILESS *EXILES*--"

"*CAPTAIN AMERICA* MERELY FOUGHT ALL THE *HARDER*-- KNOWING THAT *LIBERTY* ITSELF WAS EVER AT STAKE!"

"AND, AS THE TERRIFYING *TRAPSTER* WAS SOON TO FIND OUT--*NEVER* DID A MAN USE ONE SINGLE *WEAPON*--"

"--THE WAY *CAP* USED HIS SYMBOLIC, STREAKING *SHIELD!*"

SNAP!

"BUT, EVEN WHEN BATTLING THE BLUDGEONING FORCE OF A *DR. FAUSTUS*--"

"--HIS *GREATEST* WEAPON-- HIS MOST *INFALLIBLE* WEAPON-- WAS, AS ALWAYS--"

"--THE FURY OF-- HIS FLAILING *FISTS!*"

AND NOW-- IT'S *ENDED!*

OUR MOST HONORED *FREEDOM FIGHTER*, STRUCK DOWN IN HIS *PRIME*--

--BY THE HATE-FILLED HORDES OF *HYDRA!*

PAP' FILL

REST EASY, SOLDIER--

YOU WILL BE AVENGED!

NEXT: THINGS ARE *NEVER* WHAT THEY *SEEM!*

CAPT.
AMERICA
12¢
IND
113
MAY

MARVEL
COMICS
GROUP

CAPTAIN AMERICA™

APPROVED BY THE COMICS CODE AUTHORITY

IN MEMORIAM
CAPTAIN AMERICA
DIED
1968
IN THE SERVICE
OF HIS
COUNTRY

AND NOW, WE BRING YOU A *SPECIAL PROGRAM--*

IN *MEMORIUM* TO A *FALLEN HERO!*

MERCILESSLY *SLAIN* BY A HORDE OF *ASSASSINS,* UNDER THE PERSONAL COMMAND OF *MADAME HYDRA--*

HIS *BODY* IS YET TO BE *RECOVERED* FROM THE DEPTHS OF THE *HUDSON RIVER!*

SPECIAL REPORT
the strange death of captain america
•AS REPORTED BY NEWS TEAM•
LEE•STERANKO•PALMER•SIMEK

ONLY HIS BULLET-RIDDLED *HELMET* AND WORLD-FAMOUS *SHIRT* REMAIN--

GRIM *REMINDERS* OF THE FORMER *GLORY* OF THE FALLEN *AVENGER!*

BUT, THE MOST *MYSTERIOUS* ITEM OF ALL-- IS AN AMAZINGLY-LIFELIKE *FACE MASK--*

STILL BEARING THE FEATURES OF-- STEVE ROGERS!

COMMISSIONER, WHAT IS YOUR *EXPLANATION* OF THE STEVE ROGERS' *FACE MASK?*

IT CAN ONLY MEAN *ONE THING--!*

THE MAN WHOM THE WORLD KNEW AS *CAPTAIN AMERICA*--WAS *NOT* REALLY STEVE ROGERS!

--HE ONLY *PRETENDED* TO BE--TO CONCEAL HIS *TRUE* IDENTITY!

AN *IDENTITY* WHICH MAY NOW BE *LOST* TO US--*FOREVER!*

CLICK!

I HAVE HEARD *ENOUGH!*

WE HAVE SCORED OUR *GREATEST* TRIUMPH!

HAIL HYDRA!

CAPTAIN AMERICA--NO MATTER *WHO* HE REALLY WAS--

IS *DEAD* --AT LAST!

THUS, WE BEGIN OUR *NEW* MASTER PLAN!

BUT, *FIRST*--

GO TO THE *FILE ROOM*, AND BRING ME HIS COMPLETE *DOSSIER!*

YOU *HAVE* IT!

HAND IT *TO* ME!

THERE IS A FINAL *RITUAL* TO PERFORM--!

AND SO-- IT IS *DONE!*

HYDRA FILE

CAPTAIN AMERICA

"WHO COULD EVER HAVE THOUGHT IT WOULD BE *I* WHO DESTROYED *CAPTAIN AMERICA?*"

"*I*, WHOSE EARLIEST MEMORIES WERE LIVING *NIGHTMARES* --WHOSE *PARENTS* MET DEATH AT THE HANDS OF THE *REVOLUTION* IN STRIFE-TORN EUROPE--"

"I, WHO ESCAPED WITH MY *LIFE*-- BUT, AT A TERRIBLE *PRICE*--!"

"--AT THE PRICE OF A *FACE*-- ONE SIDE OF WHICH WAS PERMANENTLY *SCARRED*-- AND DISFIGURED!!"

"FOR YEARS, I STRUGGLED FOR MERE *SURVIVAL*--LIVING BY MY *WITS* AS BEST I COULD! WITH NONE TO *GUIDE* ME--WITH NONE TO *CARE!* I DRIFTED INTO A LIFE OF *CRIME*--CULMINATING WITH THE DEATH OF *BARON STRUCKER*--WHEN, AT THE TOUCH OF A *BUTTON*--"

--I *ELIMINATED* THOSE OF *HIGHEST* HYDRA RANK--

SO THAT *I*, IN THIS *SECTOR* WOULD THEN BECOME--*SUPREME HYDRA!*

BUT, *NEVER* CAN I ESCAPE THE TYRANNY OF--MY *MIRROR!*

BUT, *MADAME HYDRA* IS NOT THE *ONLY* ONE WHO BROODS THIS NIGHT! ELSEWHERE, AT *AVENGERS* HQ., WE FIND...

I KEEP *READING* THE WORDS--OVER AND *OVER* AGAIN--

BUT, THEY DON'T *REGISTER!* THEY DON'T REALLY *SINK IN!*

I CAN'T MAKE MYSELF *BELIEVE* THEM!! I *CANT--!!*

NEW YORK

CAPTAIN AMERICA VICTIM OF THE SSAS

HAVE TO SNAP *OUT* OF IT! CAN'T GO *ON* LIKE THIS!

IN THE NEXT ROOM --THE *AVENGERS* ARE ASSEMBLED!

I MUSTN'T--KEEP THEM *WAITING!*

THE *YOUTH* APPROACHES!

WE KNOW HOW *DIFFICULT* THIS IS FOR YOU, SON!

IT ISN'T EASY-- FOR *ANY* OF US!

BUT, WE HAVE TO LEARN EXACTLY WHAT *HAPPENED!*

THUS, WE BID THEE--*SPEAK!*

'TIS TO NO AVAIL!

GRIEF HATH TRULY STILLED HIS TONGUE!

HE'S STILL IN SHOCK! WE'LL HAVE TO WAIT!

IT'S ALL RIGHT, BOY! WE UNDER-STAND!

I STILL CAN'T TALK ABOUT IT!

I'M SORRY --BUT I CAN'T!

IT SHALL BE DONE!

JUST-- ONE MORE THING--

YOU HAVE TO CALL-- NICK FURY!

FURY WAS PROBABLY HIS OLDEST FRIEND!

STEVE USED TO TELL ME--HOW THEY KNEW EACH OTHER--DURING THE WAR!

THEN IT IS FOR COLONEL FURY TO DELIVER THE FINAL TRIBUTE!

A SHORT TIME LATER, WITHIN THE AUSTERE CONFINES OF A MIDTOWN *FUNERAL PARLOR*--

WILL YOU ALL PLEASE COME THIS WAY?

AMONG THE MOURNERS ARE THE MEN HE HAD *FOUGHT* BESIDE--AND THE GIRL WHO HAD WON HIS *HEART*--

IF ONLY--IT WERE A *DREAM!*

IF ONLY IT WEREN'T SO BRUTALLY --SO TERRIBLY *REAL!*

THE *CASKET* IN FRONT OF YOU CONTAINS A *DUMMY*--

'CAUSE WE NEVER FOUND STEVE'S *BODY!*

BUT WE WEREN'T ABOUT TO LET *THAT* STOP US--FROM GIVIN' CAP THIS *TRIBUTE!*

ANYTHING *WE* SAY IS JUST TO MAKE *US* FEEL BETTER--

'CAUSE *CAPTAIN AMERICA* DOESN'T *NEED* OUR PRAISE!

HIS WHOLE *LIFE*--AND THE WAY HE *LIVED* IT--WAS THE GREATEST *EPITAPH* A GUY COULD HAVE!

I'M NOT MUCH AT MAKIN' SPEECHES--

BUT IT DOESN'T MATTER!

'CAUSE THERE'S NOTHIN' I CAN SAY--

--THAT YOU DON'T ALREADY KNOW!

WE'RE-- GONNA MISS YA-- CAP!

MEANWHILE, AT THE AVENGERS MANSION, THERE IS ANOTHER WHO MISSES CAPTAIN AMERICA--

I'VE-- GOTTA STOP-- ACTIN' THIS WAY--

I--HAVE TO GO--TO THE CHAPEL --TO SAY GOODBYE!

NO MATTER HOW MUCH-- IT MAY HURT!

FOR LONG, TORTUROUS MOMENTS, THE MIGHTY *AVENGERS*, AND THE DIRECTOR OF *SHIELD*, STAND MOTIONLESS--EACH WRAPPED UP IN HIS OWN SOBER THOUGHTS--

HEY-- *WAIT* A MINUTE!

WHY DIDST THOU SO *EXCLAIM?*

WHAT IS NOW *AMISS?*

THERE'S SOME-THING IN THE *COFFIN*--

IT LOOKS LIKE-- A *CARD!*

THE MINUTE FURY *TOUCHED* IT--

THE ROOM FILLED-- WITH *GAS!*

IT--TOOK US *ALL*--BY SURPRISE!!

NO TIME TO--HOLD *BREATH*--

THE *GAS* WAS AS FAST-ACTING --AS *EFFECTIVE* --AS *MADAME HYDRA* PROMISED!

AND THEY NEVER *SUSPECTED* A THING!

QUICKLY NOW! BACK INTO OUR *HYDRA* GARB!

PHASE ONE HAS PROCEEDED *PERFECTLY*, MADAME!

NOW PREPARE FOR-- *PHASE TWO!*

HAIL HYDRA! IMMORTAL HYDRA! WE SHALL *NEVER* BE DESTROYED!

CUT OFF A *LIMB*-- AND TWO *MORE* SHALL TAKE ITS PLACE!

NOT ONLY HAVE WE DESTROYED *CAPTAIN AMERICA*--

BUT THE *AVENGERS* AS WELL!

MEANWHILE, OUTSIDE--

THAT'S FUNNY! EVERYTHING'S *LOCKED UP!*

BUT--IT DOESN'T MAKE *SENSE!*

THE AVENGERS *SAID* THEY'D BE HERE MOST OF THE *NIGHT*-- TILL THE *FUNERAL* TOMORROW!

HEY! WHAT'S *THAT?*

HYDRA! LOADING THOSE *BINS* INTO WAITING CARS!

I DUNNO WHAT IT *MEANS*--

BUT I KNOW I'VE GOTTA *FOLLOW* THEM!

SLOWLY, SILENTLY, THE GRIM, MOTORIZED CARAVAN MAKES ITS WAY THRU THE FOG-SHROUDED STREETS, UNTIL--

TAXI STAND

KEEP *GOING!* THE GATES ARE *OPEN!*

THEY'VE *STOPPED!* THIS IS MY CHANCE TO TAKE *COVER!*

DREARCLIFF CEMETERY

BUT-- WHAT IF-- THE *AVENGERS* ARE IN THOSE BINS??

CAN'T AFFORD TO *WAIT* ANY LONGER!

YOU'LL WAIT! UNLESS YOU WANT TO *GET* IT--RIGHT *NOW!*

SUDDENLY, THE SCENE IS SHATTERED BY A NERVE-SEARING ROAR OF DEFIANCE, AS A DOZEN HYDRA KILLERS WHIRL ABOUT TO SEE A HIGH-POWERED MOTORCYCLE LEAPING FROM THE CREST OF A HILL! AND, AS THE THUNDERING MACHINE SPLAYS THE MARBLE AND GRANITE OF BATTERED TOMB-STONES IN ITS PATH, A SINEWY RED, WHITE AND BLUE THUNDERBOLT, ON A MISSION OF VENGEANCE, SMASHES INTO THEIR MIDST...
CAPTAIN AMERICA LIVES!

DON'T JUST STAND THERE, BOY!

MOVE!

BAM

CAP! IT'S YOU! YOU'RE ALIVE!

HE TRICKED US, SOMEHOW!

BUT NOW HE WILL DIE FOR CERTAIN!

GUESS AGAIN, CREEP!

AFTER THEM!

NOTHING MUST STOP US NOW!

IN THE NAME OF HYDRA... THEY MUST BE DESTROYED!

A *MAN* CAN BE DESTROYED! A *TEAM*, OR AN *ARMY* CAN BE DESTROYED! BUT, HOW DO YOU DESTROY AN *IDEAL*--A *DREAM*? HOW DO YOU DESTROY A LIVING *SYMBOL*--OR HIS INDOMITABLE *WILL*--HIS UNQUENCHABLE *SPIRIT*? PERHAPS *THESE* ARE THE THOUGHTS WHICH THUNDER WITHIN THE MURDEROUS *MINDS* OF THOSE WHO HAVE CHOSEN THE WAY OF *HYDRA*--OF THOSE WHO FACE THE *FIGHTING FURY* OF FREEDOM'S MOST FEARLESS *CHAMPION*--THE GALLANT, RED-WHITE-AND-BLUE-GARBED FIGURE WHO HAS BEEN A TOWERING SOURCE OF *INSPIRATION* TO LIBERTY-LOVERS EVERYWHERE! HOW CAN THE FEARSOME FORCES OF *EVIL* EVER HOPE TO DESTROY THE UNCONQUERABLE *CAPTAIN AMERICA*?

RICK! GRAB A PISTOL!

I'LL HOLD THEM OFF WHILE YOU DO IT, BOY!

EVERYTHING DEPENDS ON THE NEXT FEW SECONDS!!

THERE! ON THE GROUND! GET IT!!

HE'S GOT SOMETHING IN MIND!

--AND I'M NOT GONNA FAIL HIM!

NO MATTER WHAT--I WON'T LET HIM DOWN!

NOW STAND THERE--WITH IT POINTED THIS WAY!

NO MATTER WHAT HAPPENS --HOLD YOUR GROUND!!

I'M COMING TOWARDS YOU NOW!

THEY SHOULD BE BEHIND ME --ALL BUNCHED TOGETHER--JUST AS I PLANNED!

NOW--AIM AT THE GAS TANK OF MY FALLEN CYCLE!

IT'S FILLED WITH A SPECIAL EXPLOSIVE FUEL!!

AS SOON AS THEY'RE NEAR IT-- FIRE!!

GOTCHA, CAP!

NOW THERE'S NO ONE LEFT--BUT MADAME HYDRA!

BUT SHE CAN KEEP! WE'VE GOT TO CHECK ON THE AVENGERS!

LUCKILY, THEY'RE ALL RIGHT!

I SUSPECT THEY'RE FAR LESS HELPLESS THAN HYDRA THOUGHT!

CAP!! BEHIND YOU--RIGHT NEAR THAT CRYPT!

WATCH IT! SHE'S UP TO SOMETHING!

I'VE FAILED! I'VE LOST EVERYTHING!

AND NOW--ACCORDING TO THE CODE OF HYDRA--

MY OWN LIFE MUST BE FORFEIT!

IT IS ONLY FITTING--IT IS ONLY RIGHT!

BUT, I CAN STILL MAKE AMENDS--STILL SAVE MYSELF--

BY DESTROYING OUR GREATEST ENEMIES!

HUNTER MISSILES!! COMING RIGHT AT US!

THEY'RE GUIDED BY THE *HEAT* OF OUR BODIES!

FALL IN *HERE-- FAST!*

THEY'LL ROCKET OVER OUR *HEADS--!*

--AND *DETONATE* THEMSELVES AGAINST THE *CRYPT* BEFORE THEY CAN CHANGE *DIRECTION!*

R.I.P.

CALL IT *DESTINY*--OR THE WONDROUS WORKINGS OF *FATE*--OR MERELY ANOTHER OF LIFE'S INEXPLICABLE *IRONIES*...CALL IT WHAT YOU WILL--BUT, IN A MATTER OF *SPLIT-SECONDS*, SHE WHO HAD BEEN *MADAME HYDRA* REAPS THE GRIM HARVEST SHE HAD SO MERCILESSLY *SOWN*--!

IT'S **OVER**, CAP! YOU'VE **BEATEN** THEM! WE'VE **WON**!!

BUT--WHAT ABOUT ***YOU***?

I-I ***SAW*** THE HYDRA BULLETS ***HIT*** YOU--WHEN YOU DOVE INTO THE RIVER!

IT WAS WHAT I WANTED ***THEM*** TO SEE!

THE ONLY WAY TO ***STOP*** US FROM ALWAYS BEING ***SITTING DUCKS*** WAS TO CONVINCE THE ***WORLD*** THAT CAPTAIN AMERICA IS ***NOT*** STEVE ROGERS--

WHEN THEY ***CAPTURED*** YOU--I REALIZED HOW ***VULNERABLE*** YOU WERE--

BECAUSE IT WAS NO SECRET THAT ***CAPTAIN AMERICA*** AND ***STEVE ROGERS*** WERE ONE AND THE ***SAME***!

I ***HAD*** TO MAKE THEM THINK ***STEVE ROGERS*** WAS DEAD!

THE BATTLE IS ***NEVER*** ENDED, RICK!

THERE WILL BE ***OTHERS*** TO TAKE HER PLACE!

THAT'S THE REASON I INFLATED A ***RUBBERIZED FIGURE***, DRESSED IN MY ***OWN*** HELMET AND SHIRT!

IT WAS THAT ***FIGURE***--WEARING A STEVE ROGERS ***FACE MASK***--WHICH YOU SAW ***FIRED*** UPON--AND ***HIT***!

AND ***NOW***, THOUGH THE WORLD WILL REALIZE THAT ***CAPTAIN AMERICA*** STILL LIVES--

NONE CAN BE SURE ***WHO*** IS THE MAN BENEATH THE MASK!

--AND SO, CAPTAIN AMERICA HAS A ***SECRET IDENTITY*** ONCE MORE!

CEMETERY

AFTERWORD
BY JIM STERANKO

To the youth of 1941, two wars were being fought simultaneously: one that had taken their fathers and brothers across the ocean, and the other, in the pages of their comicbooks. One spoke their language and helped clarify the rapacity of the other.

They knew the Aryan bloodtide had terrorized Austria, Czechoslovakia, Poland, Norway, Denmark, France, Romania, Hungary, Russia, and England, and that Hitler had ordered the annihilation of the Jews. The USA had allied with France and England against the invading Axis of Germany, Italy, and Japan, both sides mobilizing their forces for warfare like none other in human history.

Against the backdrop of world conflict, a brace of young Manhattan artists saw the war effort as a catalyst for a new kind of hero, one who would take America's red, white, and blue banner into battle against the bloody fascist regime to score victory for the Yanks. Jack Kirby and Joe Simon pitched the concept to publisher Martin Goodman, who immediately recognized its potential and sanctioned a solo book for the untested super-patriot.

All three, of course, were searching for the Holy Grail of Comicbooks: a character to compete with Superman and Batman. So, a year before President FDR officially declared war, three energetic Jews armed with 42nd Street moxie launched their personal crusade against the Nazi juggernaut. The first issue's incendiary cover dramatized the rationale for their hero's existence: he was the mythic materialization of the nationalistic ideal: the fighting Spirit of America!

Unlike other characters that were here because their rocket landed on Earth or they were hit by a lightning bolt, the Sentinel of Liberty was spawned from raw newsreel footage and real front-page headlines—and he gave American kids their own reasons to relate to the conflagration of WW2. Soon, the book's circulation matched, perhaps eclipsed that of any other comics of the period.

In the first volume of **THE HISTORY OF COMICS**, I explored the phenomena: "Those who were critical of his two-dimensional character failed to grasp the true implication of his being. Steve Rogers never existed, except perhaps as an abstract device for the convenience of storytelling. Captain America was not the embodiment of human characteristics, but *a pure idea.* He was not a man, but all men; not a being, but a cumulative entity that symbolized the inner reality of man. He was the American Truth."

When the war ended in 1945, however, the concept of super-patriotism became an anachronism—and sales began to diminish. Sentimentality kept the series alive as Cap swapped his khakis for civilian garb—and Steve Rogers became a teacher at Lee High School. By late 1949, Cap had vanished, an artifact of an era past. The Heroic Age was over. *Sic transit gloria mundi.*

Captain America was gone, but not forgotten during the next fifteen years, except for a brief, undistinguished 1954 revival that pitted him against the metaphysics of Communism. It was not until a decade later that he was inexorably revived in **AVENGERS** 4. Lee and Kirby were also back, and their collaboration on Cap capers in forty issues of **TALES OF SUSPENSE** were experiments which mixed and matched themes, co-stars, and villains, to find an adequate formula for the character in a modern, non-war environment.

Then, it was official! Issue 100 revealed Cap had been a human ice cube since WW2, and thrust him into a Three Musketeers gig with the Black Panther and Agent 13. We got the works: the enemy squad of superior numbers, the raving mastermind, and the invincible juggernaut—all mandatory elements in the new Captain America equation, a mix of WW2 kibbles with contemporary bits.

Subsequent issues repeated it with kaleidoscopic variations, which, while honorable, never quite hit the conceptual bull's-eye. For all his patriotic power, Captain America was a hero *without a cause,* even though the tales never let us forget his legend: repeating the Bucky Barnes crisis, the Red Skull revivals, and origin story reboots.

There were, however, other problems. Cap had been stripped of his magic. When I took over the series with issue 110, the formula that had made him a cultural icon had been deconstructed. I opted to reestablish it.

I had just abandoned **S.H.I.E.L.D.** because Stan slipped a stray issue into my long-running series, thinking it would relieve some deadline pressure (although I was never late with any book). I felt it destroyed my carefully-established continuity. So, when he asked where I'd like to be, I told him, and he made my wish come true.

The first order of business was reinstating Cap's secret identity because, for no apparent reason, Marvel had unmasked him in issues 105-107, alerting the world that he was something less than the quintessential symbol of patriotism, that he was only a man. The universal mystique once surrounding him—providing a reason to wear the cowl—was corrupted, thrusting him into an even shallower position.

The threadbare aspect of *Bucky guilt* also needed resolution. So, I planned a three-issue origin to establish a contemporary sidekick for Cap in a contemporary world. The Nazi theme was another cliché that desperately needed updating, and I recruited Hydra's global terrorists, which I'd groomed in **S.H.I.E.L.D.** Nazis were yesterday's villains. Hydra was about tomorrow!

I had transformed **S.H.I.E.L.D.** through massive alterations and storytelling innovations, but could I make lightning strike twice? I needed a provocative, powerhouse concept around which to rebuild the series iconic architecture—and found it, an idea that would send a tremor through the comics' world: *The Death of Captain America!*

I'd essentially learned to draw from the comics, but my narrative approach derived from film. The *Zap Art* style I'd created for Nick Fury was inappropriate for comics' uberpatriot. He required an approach more expressive and sophisticated, more worthy of his historic eminence.

Most artists use their standard, one-size-fits-all approach on every assignment, but I had another idea for Captain America: *to construct the series using the same techniques that Hollywood directors used for their films*: tight answering shots, integrated pan and tracking

sequences, cinematic lighting, and reaction inserts. I felt Cap should have his own unique look in the Marvel Universe—and here's how I did it:

Page One of issue 110 opens with an evocative *Cinematic Entrance,* a solitary figure moving through a city of shadows and fog, coming to rest before a poster of his alter ego, a metaphor that visually dramatizes *his inner conflict,* one that pits the patriotic colossus against his human persona—and demands to know which one is *more* real: the man in the mask *or the man under it!* His state of mind is underscored symbolically by the urban decay surrounding him.

Page Two continues the confrontation in a riveting, symmetrical shot, the eyes of one almost hypnotically holding the other in thrall: the macrocosm and the microcosm! A poetic beat, then the introspection shifts with a progressive zoom to a close-up of the man's eye, wide with anxiety, to an Objective Shot of what he is witnessing–a second entrance! Steve Rogers now becomes the subordinate figure, dominated by the brute force of the menacing, green hands.

Page Three's establishment shot pulls back to reveal the Hulk (withholding facial information to *increase* suspense). Three insert panels move the story ahead to set up the explosive third entrance (tilt shot suggesting a violent invasion) of Captain America. (The three-page sequence is carefully choreographed to create a series of rising and falling dramatic actions that build tension.)

Page Four: Shock close-up of the Hulk (on turning the page) is answered by a Subjective Shot (Hulk's viewpoint) of Army ordnance and personnel. The vertical panel below suggests a perilous height (drawing reader's eye upward); the cannon shot blasts downward (drawing reader's eye with it). Hulk caroms across panel (shifting the reader's eye to next page). Note how the panel compositions keep moving the eye smoothly from one to another, enhancing the narrative thrust of the story.

Page Five cuts to another character (fourth entrance) and the reason the sequence was created: to introduce Rick Jones into the plot. Because in the Western world we read left to right, my panel designs almost always move in a left-to-right direction, increasing the *velocity of the pacing.* I also use graphic devices to pull the eye to the tier below, such as the angle of the fire escape and the vertical window frame in the top tier, and cropping Cap's foot in the middle tier. The large, angled head in the bottom tier also helps readers move smoothly to that area. Notice how I returned to the hand motif to bring the Hulk back into the action.

Page Six begins the interplay between the three characters. Note how sparingly the *Subjective Shot* (a character's viewpoint) occurs—primarily panel four, as the Hulk would see it (hands again). (Subjective shots are like punctuation and should be used only to make a special point. Non-character views are called *Objective Shots*, which comprise most sequences.)

Page Seven's opening panel features an interesting tri-level effect, focusing from Cap to Rick to the Hulk. The shot creates the illusion of *deep space,* and is followed by more insert panels, repeating the theme of the eyes in close-up. The repetition of themes and narrative techniques helps unify stories. For example, three panels in the center tier repeat the *Zoom Effect* from page two, except in reverse. Note that the shots on facing pages are never monotonous or confusing. None, however, are so offbeat that they have a jarring quality, but just flow naturally from one action to another. The page ends with a jolt, making readers turn the page—which is basic Storytelling 101.

Page Eight climaxes the sequence with the Hulk literally leaping out of the panel. (Note how the wide horizontal gutter serves two purposes: ending the scene and keeping the Hulk from touching the next, visually separating Rick from the green behemoth, a *dramatic point* underscored in Rogers' dialogue in the final panel.)

Page Nine begins with a *Cinematic Pan* across a stationary background (like a full-panel establishing shot) as the protagonist moves through it in four equal beats. I revealed Cap's emotional isolation visually by reducing his size (top tier), showing him in silhouette (center), and finally dwarfing him against the negative space of the cityscape—and smaller still in the next panel. The final shot is another page-turning hook.

Page Ten repeats the insert-panel effect. Despite its dense emotional content, the page has an uncluttered quality, achieved by opening the bottom of the establishing shot and using no background color in the final two panels. I also repeated the "hands" motif again.

Page Eleven gets busier with information as the new team is formed (a kind of origin for Rick Jones, with both characters masked and overlapping to visually express their unity). The four stationary panels hold cinematically on the duo as they provide the movement, while the camera then drops below street level into the underground storm drain (another deep-space composition to create a hush of page-turning suspense).

That silence is detonated on Page Twelve-Thirteen, which affirms an aspect of my Narrative Philosophy: *always expect the unexpected!* The scene—and the set-up before it—is a classic example of falling and rising action, a dramatic device as old as Greek tragedy and as effective in comics as it is in music, theatre, literary works, and film.

Page Fourteen continues the battle with panel compositions that move the reader's eye around the page with storytelling logic. Notice how the close-up in the second panel relieves the action for a beat—and simultaneously sets up the next shot, a narrative device used six times throughout the story. The bottom tier exploited a new innovation I call a *Cutout Insert,* which was a solution for the presentation of *two actions happening simultaneously*.

Page Fifteen extends the action. Note how little of the background is depicted during the entire fight sequence; I was counting on the previous double-page to continue informing the reader where the scene takes place.

Page Sixteen begins with a variation of the *Cutout Insert,* which is used again three pages later. The hands theme reoccurs heavily on this and the following page. (FYI: one of my girlfriends was the model for Madame Hydra.)

Page Seventeen features larger panels, which increases the story's pace and the impact of the content. I placed an emphasis on Cap's shield because it's his only weapon and should be utilized as often as possible.

Page Eighteen cuts away from the hero to give Rick some story time in a sequence told completely through imagery, as in a *silent movie*—and paid off with a revealing low-angle shot. The scene not only shows Rick's competence, but sets up the next plot development—with a twist. The future is grimly foreshadowed with the line: "Captain America is dead!"

Page Nineteen is a wave of compressed information (although the twelve balloons Stan shoehorned into the top tier may have been a slight matter of overkill), all stated cleanly, without confusion. The Comics Code changed Madame Hydra's whip to a rope, but at least they let her keep the black-leather catsuit. The page ends with a hook.

Page Twenty resolves the action with a lightning, two-panel climax and wraps up loose ends with an insert and a long shot. (Note a repeat of my wide-gutter device to indicate the scene is over.) However, to bookend the story's opening, I tagged on a poetic coda, tilting the shot to foreshadow unsettling times to come—and soon, if you believe the ironic message of the street sign the pair just passed. Can you almost hear the end-title theme as the scene fades to black?

The same cinematic techniques and devices were used for the complete three-part *Death of Captain America*. So, for brevity, I'll just cover the highlights and innovations of the other issues here.

An experimental page kicks off the next chapter, with twelve panels happening almost simultaneously (it's incidental in what order they are read) because I wanted to *surround the reader* with the flash of neon, the sound of gunshots, and the clutter of gaudy arcade signage. (FYI, that's the switchblade—it opened to 13"—I purchased as a kid at just such a 42nd Street arcade.) The story's title appears on a fortune-teller's card from Steve Rogers' viewpoint. Every panel is subjective because I wanted the reader to experience what he sees, hears, and feels.

The *Triple-Stacked Inserts* on Page Four were an interesting touch (like a downward pan that was a new narrative device for comics) that should have had balloons in equal beats; instead of two balloons in the first insert and none in the second, destroying the aspect of uniform eye movement.

Stan also overruled my concept for Page Five. It was created to read *clockwise,* which meant the bottom tier would read right to left, instead of left-to-right. Stan felt it would confuse readers, and rewrote the bottom tier to be read conventionally, which creates confusion regarding the victim's hands being free, then bound for no reason.

Page Seven has two attempts to portray continuous time, rather than time chopped into panels. The first simply overlaps images, but cinematically visualizes the emotional close-up in deep shadow to reveal a change in the character, one that evinces the past (here shown in B&W tone to distinguish it from reality, somewhat similar to the handling of the B&W movie-screen image on the previous page).

The *Strobe Effect* at the bottom was adapted from a **S.H.I.E.L.D.** innovation and fits well here by transforming a common action into an intriguing visual passage that continues to the following page with a variation, one that might qualify cinematically as a *Double Exposure.* (As a high-school athlete, the flying rings and parallel bars were my specialty and served as an inspiration for the scene.) Note the two similar hand movements in subsequent panels; in filmic terms the device is called a *Lightning Match Cut.* The final panel is another pass at portraying time simultaneously.

The two-page surreal dream sequence that follows was influenced by Alfred Hitchcock's **SPELLBOUND**, a film that had a profound impact on me as a kid. I felt that such fine-art movements such as expressionism, surrealism, and op-art would translate well into the comicbook medium, and employed them numerous times in my Marvel work.

A comment on the double-page spread: I was feeling confident about my vision of Cap by this point (although the first issue was not yet published) and when I hit this double, decided to make the character a living powerhouse, like not even Kirby had done previously. How? By layering muscle atop muscle—realistic, yet of ultrahuman proportions. A new dimension of super heroics was established, not just for Cap, but the entire field. Months later, the mail drawer was choked with envelopes—confirmation that the MMM (major muscle mass) Theory would make waves for generations to come.

The mini-series peaked in *The Strange Death of Captain America* with an on-site news broadcast summing up the action and the TV screen-panels segueing smoothly into Hydra headquarters, the fire-and-water ordeal of the deadly dominatrix, and her self-loathing, mirror-shattering rant.

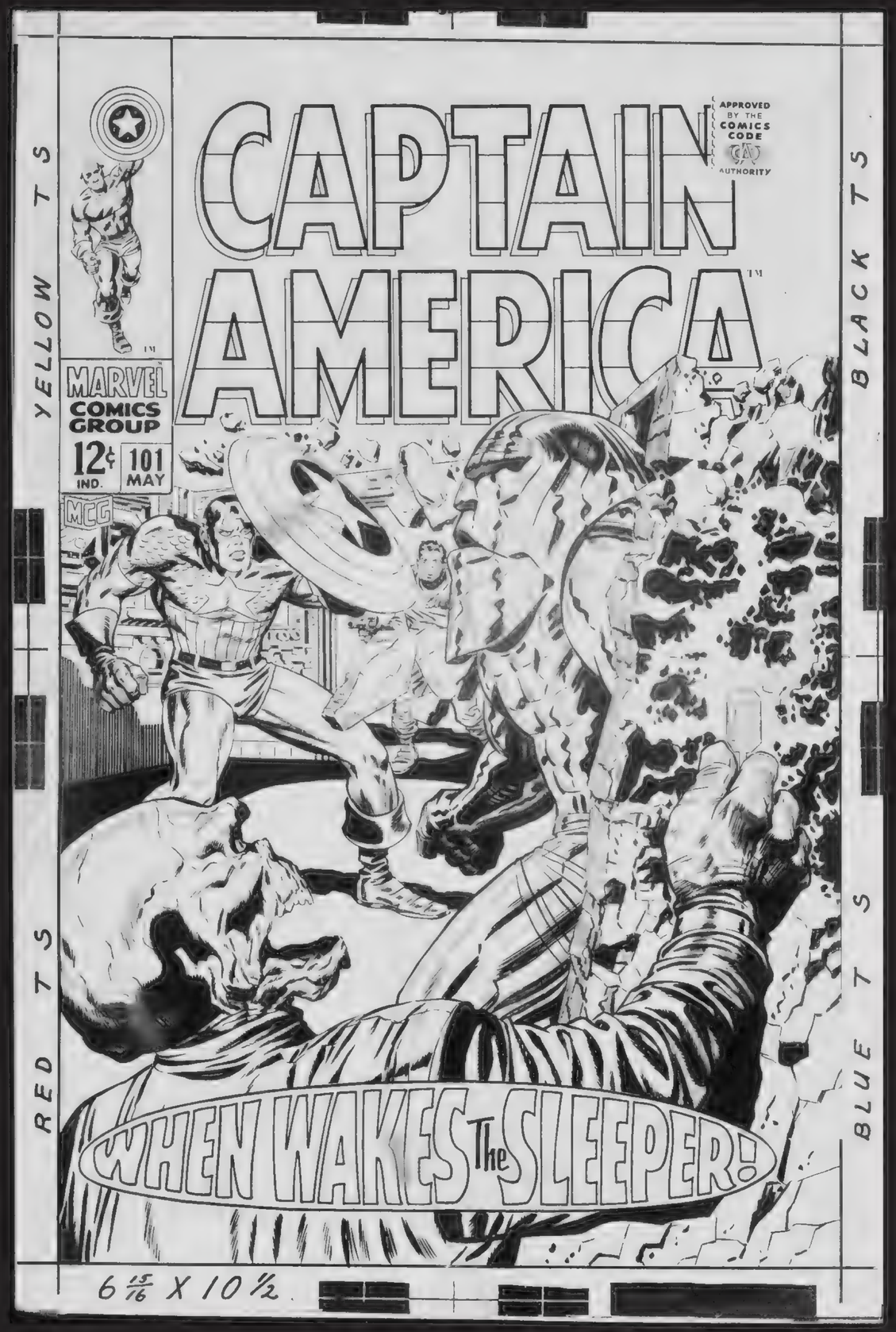
I used the same epic double-page device in all three issues, but making certain they fell at exactly the right place was no accident in plotting. (The third issue's centerspread, was penciled, inked, lettered, and colored by me, which was another Marvel first.)

One of my favorite panels symbolically shows Rick Jones psychologically ensnared *within the eyehole* of his discarded mask (you can take the mask away from the boy, but not the boy away from the mask). A few others include the stained-glass-window page design, the A (for America) combat page, and the climax showing Cap exiting the cemetery, a visual metaphor for him leaving his "death" behind and starting a new life.

A new chapter in his saga was established. Cap's identity was a secret again. He had a bona fide sidekick and a modern, non-Nazi cause to battle. My mission was completed.

It was a defining moment in my career because Captain America was—and always will be—my favorite comicbook character. His colors, his stars and stripes, his wings (symbolic of the American eagle) had always inspired a patriotic celebration within my childhood spirit and extended into my adult life. For a moment in eternity, I became Captain America—and it doesn't get any better than that.

Captain America #101 production photostat
showing the pre-Comics Code version of the Red Skull



Captain America #105 cover pencils with the original rendering of Cap
by Jack Kirby

Courtesy Harry Mendryk

Captain America #118 cover original art
by Jack Kirby & Syd Shores

Courtesy Heritage Auctions

Captain America #112, page 1 original art
by Jack Kirby & George Tuska

CAPTAIN AMERICA #112
TO RICHARD - GEORGE TUSKA
1
A MIGHTY MARVEL SPECIAL--IN TRIBUTE TO THE GLORY-STUDDED CAREER OF... CAPTAIN AMERICA
"THE HERO THAT WAS!"
ALL THAT REMAINS IS--HIS COSTUME!
CAP IS LOST!
REUNITING ONCE AGAIN THE TITANIC TALENTS OF: STAN (THE MAN) LEE and JACK (KING) KIRBY
GEORGE TUSKA, INKER
ARTIE SIMEK, LETTERER
SO UNEXPECTED, SO TOTALLY SHOCKING HAVE BEEN THE LATEST DEVELOPMENTS IN THE LEGEND OF CAPTAIN AMERICA, THAT YOUR BULLPEN FEELS COMPELLED TO PRESENT THIS UNIQUE SOUVENIR ISSUE--
CAPTAIN AMERICA is published by MAGAZINE MANAGEMENT CO. OFFICE OF PUBLICATION 625 MADISON AVENUE, NEW YORK, N. Y. 10022. SECOND CLASS POSTAGE PAID AT NEW YORK, N. Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright ©1969 by Magazine Management Co., Marvel Comics Group, all rights reserved, 625 Madison Avenue, New York, N. Y. 10022. Vol. 1, No. 112, April, 1969 issue. Price 12¢ per copy. No similarity between any of the names, characters, persons and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. Printed in the U.S.A. by World Color Press, Inc., Sparta, Illinois 62286. Subscription rate $1.75 and $2.25 Canada for 12 issues including postage. Foreign subscriptions $3.25.

Courtesy the Richard Howell/Carol Kalish Collection

BIOGRAPHIES

STAN LEE

Stanley Lieber was born in New York City in 1922, the oldest son of Jewish immigrants from Romania. Upon an early graduation from high school, Stan was thrust in to the Depression-era economy. Meanwhile, Martin Goodman's Timely Comics needed staff, and Stan, Goodman's wife's cousin, joined as an assistant editor. His youthful aspiration was to one day write the "Great American Novel," so for his comic book work he adopted a pseudonym: Stan Lee. This way, he could reserve his real name for that novel-to-be.

He quickly graduated from simple text pieces to full-length stories, and before long his proficiency on the job earned him the position of managing editor while still a teenager. His tenure in the '50s saw the company's expansion (under the name Atlas) to include horror, crime, Western, war, satire and romance comics.

All this was a prelude to the Marvel Age of Comics, ushered in under the auspices of Stan Lee and a small stable of artists including the formidably talented Jack Kirby and Steve Ditko. Responding to Martin Goodman's challenge to find a way to find a way to revitalize dwindling sales, Lee figured he would co-opt the super-hero revival at DC Comics and add his own magic to the mix: Instead of being perfect invulnerable champions, Marvel's heroes would be normal, fallible, imperfect people forced to cope with their newfound superhuman traits just as the average person might.

Lee's innovation sent shock waves throughout comics, and within a few years, Marvelmania was taking hold. Under his direction, the Fantastic Four, Spider-Man, Iron Man, Thor, Doctor Strange and the Incredible Hulk flourished in the shared universe they inhabited. Lee developed the idea that these larger-than-life heroes would meet each other in crossovers from title to title, thus broadening the story possibilities for eager fans.

In addition to bringing a new twist to the life of the super hero, Lee also brought the reader inside Marvel's "Batty Bullpen," creating a sense of camaraderie and special membership. His friendly and enthusiastic banter in letters pages, house ads and Bullpen Bulletins brought Marvel Comics to a level of familiarity with their fans that had kids and college students proudly professing themselves to be "True Believers."

At one time, Lee wrote virtually every comic that Marvel published during the '60s. But when he was promoted to publisher in 1971, his writing had to take a backseat, and by the mid-'70s, he semi-retired from scripting duties. Over the years, Lee has returned to write scripts for the occasional single issue or series, focusing on Marvel's ventures into television and movie development. His standing in the field was recognized with his induction into the Eisner Hall of Fame in 1994, and to this day, he remains Marvel Comics' single greatest ambassador to the world.

JACK KIRBY

Jacob Kurtzberg was born in 1917 and grew up in New York's gritty Lower East Side. It would be many years before he would adopt the name Jack Kirby, but his experiences in the neighborhood would help inform the work that later made him a legend. Unlike many of his rough-and-tumble peers, his imagination inspired him to look beyond the commonality of everyday life. He was inclined at an early age to pursue drawing, and he was also a guy who wanted to "get things done." This hard work ethic and ambition took him places most men of humble stations would never dream of going.

After early strip work helped get his name out to employers, a fateful meeting with artist Joe Simon connected the two at the hip and vaulted both of them into comics prominence. Together, they developed Captain America for Timely Comics, and Kirby immediately helped redefine what comics could be with his innovative page designs and proportion-exploding panels.

Soon, Simon and Kirby were working at National/DC, turning out hit kid-gang comics like *Newsboy Legion* and *Boy Commandos*, as well as super-hero fare like Sandman and Manhunter. He served honorably in World War II, with combat duties that took him through the European theater.

After the war, Simon and Kirby established the romance genre with *Young Romance*, produced titles including *Boy's Ranch*, *Black Magic* and *Fighting American*, and started their own imprint, Mainline. Kirby followed with *Challengers of the Unknown*, Green Arrow and the strip *Sky Masters of the Space Force*. By 1958, he began a prolific output at Atlas/Marvel that covered Western, war and monster genres. When it came time to launch the Marvel Age of Comics, Kirby brought his dynamic layouts, unparalleled action and unbridled creativity to the fore in books like *Fantastic Four*, *Avengers*, *X-Men*, *Incredible Hulk* and *Thor*, leaving his unmistakable stamp on the characters.

Through it all, he earned the nickname "The King," and his way of doing things became so popular that it set the tone throughout the '60s; before they were entrusted with taking over completely, new artists were often assimilated on to books by working over Kirby's layouts. Kirby left Marvel for DC in 1970, this time handling scripting chores as well as art duties. His "Fourth World" books, along with *Kamandi*, *OMAC* and *The Demon*, were just a few of the highlights of his tenure at DC before returning to Marvel in the late '70s to lend his imagination to *The Eternals*, *Devil Dinosaur* and *Machine Man*. He also returned to the pages of *Captain America*, the character he had first made famous 35 years previously.

Kirby was inducted into the Eisner Hall of Fame's 1987 inaugural class and continued creating comics throughout the '90s until passing away in 1994, a creative giant for whom the word "legend" may be too small a title.

JIM STERANKO

Jim Steranko is one of the most controversial figures in contemporary culture, with a dozen successful careers to his credit. From theatrical entertainer to creative entrepreneur, he has applied his vision to a multitude of mediums and formats, including films, graphic novels, role-playing games, magazines, comic books, animated TV series, trading cards, movie adaptations, historic documentaries and electronic formats.

His two volumes of *The History of Comics* have sold more than 100,000 copies each and are still the definitive resource of the four-color chronology. As an escape artist, his death-defying performances inspired the character Mister Miracle and the protagonist of the Pulitzer Prize-winning, *The Amazing Adventures of Cavalier & Klay.*

When Marvel Comics' Stan Lee assigned him to illustrate *Nick Fury, Agent of S.H.I.E.L.D.*, *Captain America*, *The Hulk* and *The X-Men* (for which he designed the classic title logo), he rocked the comic world with a revolutionary narrative approach that had never been explored before in comics' 35-year history. *Wizard* magazine credited Steranko as the 5th Most Influential Comics Artist in the history of the form.

He soon began painting for science fiction, heroic fantasy, and adventure books—in addition to a multitude of movie posters, record albums and magazine illustrations—and set what might be a world's record for visualizing more classic fictional heroic characters than any other artist, from Luke Skywalker to The Shadow, for which he painted 30 book covers. As a publisher, he created the international newsstand entertainment magazine *Prevue*—with its impressive 25-year run—and, as its editor-designer, explored a multitude of on-set Hollywood productions, conducted hundreds of superstar interviews and penned more than three million words for the periodical.

He collaborated with George Lucas and Steven Spielberg to create the initial production illustrations for *Raiders of the Lost Ark* and was among the first to be hired by Francis Ford Coppola for *Bram Stoker's Dracula*, on which he was the film's Project Conceptualist. He has also worked with other filmmakers, including Oliver Stone and Tim Burton.

Along the way, he has been a musician, photographer, male model, ad agency art director, sideshow fire-eater, typographer, magician, designer, publisher… the list goes on. From magic to comic art to commercial design, he has won numerous awards in every field of endeavor, in both Europe and America. He has frequently lectured on popular culture and has exhibited his work at more than 250 international exhibitions, including the Louvre in Paris. He served as Creative Consultant for the History Channel's two-hour documentary *Comic Book Superheroes—Unmasked*, received the prestigious Julie Award for his Lifetime Contribution to the Fantastic Arts and in 2006 was inducted into the Eisner Hall of Fame.

Biographies researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS

ALSO AVAILABLE IN HARDCOVER

THE AMAZING SPIDER-MAN VOLS. 1-16
ANT-MAN/GIANT-MAN VOLS. 1-2
THE AVENGERS VOLS. 1-13
THE BLACK PANTHER VOL. 1
CAPTAIN AMERICA VOLS. 1-7
CAPTAIN MARVEL VOLS. 1-4
DAREDEVIL VOLS. 1-7
DEATHLOK VOL. 1
THE DEFENDERS VOLS. 1-4
DOCTOR STRANGE VOLS. 1-6
THE FANTASTIC FOUR VOLS. 1-15
THE HUMAN TORCH VOLS. 1-2
THE INCREDIBLE HULK VOLS. 1-7
THE INHUMANS VOLS. 1-2
THE INVINCIBLE IRON MAN VOLS. 1-8
IRON FIST VOLS. 1-2
KA-ZAR VOL. 1
MARVEL TEAM-UP VOLS. 1-2
MARVEL TWO-IN-ONE VOL. 1
NICK FURY, AGENT OF S.H.I.E.L.D. VOLS. 1-3
RAWHIDE KID VOLS. 1-2
SGT. FURY VOLS. 1-4
THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-5
THE MIGHTY THOR VOLS. 1-12
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

GOLDEN AGE ALL-WINNERS VOLS. 1-4
GOLDEN AGE CAPTAIN AMERICA VOLS. 1-6
GOLDEN AGE DARING MYSTERY VOLS. 1-2
GOLDEN AGE HUMAN TORCH VOLS. 1-3
GOLDEN AGE MARVEL COMICS VOLS. 1-7
GOLDEN AGE MYSTIC COMICS VOL. 1
GOLDEN AGE SUB-MARINER VOLS. 1-3
GOLDEN AGE U.S.A. COMICS VOLS. 1-2
GOLDEN AGE YOUNG ALLIES VOLS. 1-2

THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

ATLAS ERA BATTLEFIELD VOL. 1
ATLAS ERA BLACK KNIGHT/YELLOW CLAW VOL. 1
ATLAS ERA HEROES VOLS. 1-3
ATLAS ERA JOURNEY INTO MYSTERY VOLS. 1-4
ATLAS ERA JUNGLE ADVENTURE VOLS. 1-3
ATLAS ERA MENACE VOL. 1
ATLAS ERA STRANGE TALES VOLS. 1-6
ATLAS ERA TALES TO ASTONISH VOLS. 1-4
ATLAS ERA TALES OF SUSPENSE VOLS. 1-4
ATLAS ERA VENUS VOL. 1

THE MARVEL MASTERWORKS PROUDLY PRESENT THE WORLD'S MOST FAMOUS COMICS AND SUPER HEROES FROM THEIR VERY BEGINNINGS IN A SERIES OF PAINSTAKINGLY RESTORED ARCHIVAL VOLUMES.

MARVEL

COLLECTING *CAPTAIN AMERICA* #101-113